BARR DAVID Form 4 March 17, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

0.5

1(b).

(Print or Type Responses)

1. Name and Ad BARR DAV	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			TransDigm Group INC [TDG]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
450 LEXINGTON AVENUE (Street)			03/15/2011	Officer (give title Other (specify below)		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
NY, NY 10017				Form filed by More than One Reporting Person		

,	Person

	Person	1	, 1.1010		0.1.0 .	торого	5	
Acqu	iired,	Disposed	of, or	· Ben	efici	ally ()wned	ı

(City)	(State) (Zi	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.01 per share (1)	03/15/2011		A <u>(1)</u>	188	A	\$ 79.72 (1)	188	D	
Common Stock, par value \$0.01 per share (2)							3,630	D	
Common Stock, par value \$0.01 per share							31,281	D	

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Common

Stock

(restricted), 787 D

par value \$0.01 per

share (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code V (A) (D)

1. Title of 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Security or Exercise Code of (Month/Day/Year) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Derivative Securities Acquired Security (A) or Disposed of (D) (Instr. 3, 4, and 5)

7. Title and Amount of 8.

(Ir

Underlying Securities

(Instr. 3 and 4)

Date Exercisable

Title

Amount Number of Shares

Stock

Options (right to

buy) (4)

\$ 27.08

09/30/2009(4) 11/17/2018

Expiration

Date

Common Stock

15,900

2

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BARR DAVID 450 LEXINGTON AVENUE X NY, NY 10017

Signatures

Reporting Person

/s/ David A. 03/17/2011 Barr

**Signature of Date

Reporting Owners

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive
- (2) Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive Plan.
- Receipt of stock in respect of annual grant of restricted stock to directors with the number of shares determined based on the fair market value of the stock on the date of grant. Subject to forfeiture; forfeiture provisions lapse as to one-third of the stock on each of the first, second and third anniversaries of the date of grant.
- (4) Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2009 and fiscal 2013. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.