Skulina James Form 3 January 06, 2012

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1301 EAST NINTH

STREET, Â SUITE 3000

1. Name and Address of Reporting Person *

Skulina James

(Last)

(First) (Middle)

Statement

(Month/Day/Year)

01/01/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

TransDigm Group INC [TDG]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

(Street)

Director _X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

CLEVELAND, OHÂ 44114

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities

(Instr. 4)

Beneficially Owned

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

Executive Vice President

Ownership (Instr. 5) Direct (D)

or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of Shares

Derivative Security

Direct (D) or Indirect

(I)

1

						(Instr. 5)	
Stock Option	07/22/2003	07/19/2012	Common Stock	71,458	\$ 3.35	D	Â
Stock Option	08/05/2003	08/05/2013	Common Stock	59,840	\$ 6.68	D	Â
Stock Option	09/30/2006	08/05/2013	Common Stock	239	\$ 13.37	D	Â
Stock Option	09/28/2005	07/19/2012	Common Stock	4,966	\$ 13.37	D	Â
Stock Option	10/01/2005	10/01/2015	Common Stock	11,968	\$ 13.37	D	Â
Stock Option	08/05/2003	08/05/2013	Common Stock	14,960	\$ 6.68	D	Â
Stock Option	09/30/2006	08/05/2013	Common Stock	60	\$ 13.37	D	Â
Stock Option	09/28/2005	07/19/2012	Common Stock	1,242	\$ 13.37	D	Â
Stock Option	10/01/2005	10/01/2015	Common Stock	2,992	\$ 13.37	D	Â
Stock Option	09/30/2009	11/17/2018	Common Stock	35,000	\$ 27.08	D	Â
Stock Option	09/30/2010	11/16/2019	Common Stock	10,000	\$ 41.79	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Skulina James 1301 EAST NINTH STREET SUITE 3000 CLEVELAND, OH 44114	Â	Â	Executive Vice President	Â		

Signatures

/s/Halle Fine Terrion, as Attorney-in-Fact for James
Skulina
01/06/2012

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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.

Date

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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).