Leary John F
Form 3
June 05, 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, 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)

1. Name and Address of Reporting Person *
Â Leary John F

(Last) (First) (Middle)

C/O HARTWELL CORPORATION,Â 900 RICHFIELD RD

(Street)

PLACENTIA,Â CAÂ 92870

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/31/2012

3. Issuer Name **and** Ticker or Trading Symbol
TransDigm Group INC [TDG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Executive Vice President

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		or Indirect (I) (Instr. 5)	
Stock Option	09/30/2004	08/05/2013	Common Stock	8,664	$ 6.68	D	Â
Stock Option	08/05/2003	08/05/2013	Common Stock	38,896	$ 6.68	D	Â
Stock Option	09/28/2005	08/05/2013	Common Stock	748	$ 13.37	D	Â
Stock Option	09/30/2009(1)	11/17/2018	Common Stock	60,000	$ 27.08	D	Â
Stock Option	09/30/2011(2)	04/27/2021	Common Stock	12,000	$ 80.8	D	Â
Stock Option	09/30/2012(3)	11/14/2021	Common Stock	45,500	$ 97.42	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leary John F C/O HARTWELL CORPORATION 900 RICHFIELD RD PLACENTIA,Â CAÂ 92870	Â	Â	Â Executive Vice President	Â

Signatures

Halle Fine Terrion as attorney in fact for John Leary	06/05/2012
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2009 and fiscal 2013.

(2) Vest based on the achievement of annual per share operating performance targets between fiscal 2014 and fiscal 2015.

(3) Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2012 and fiscal 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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