

SMALL ROBERT J
Form 4
May 18, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
SMALL ROBERT J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

C/O BERKSHIRE PARTNERS, 200 CLARENDON STREET, 35TH FLOOR

05/14/2010

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)	
				(A) or (D)	Price			
Common Stock	05/14/2010		P	15,000 ⁽¹⁾	\$ 55.82 ⁽²⁾	4,228,562	I	By Berkshire Entities ⁽³⁾ ^{(4) (5)}
Common Stock	05/17/2010		P	11,000 ⁽¹⁾	\$ 55.96 ⁽⁶⁾	4,239,562	I	By Berkshire Entities ⁽³⁾ ^{(4) (5)}

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMALL ROBERT J C/O BERKSHIRE PARTNERS 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116	X			

Signatures

/s/ Robert J. Small 05/18/2010

__Signature of Reporting Person Date

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).

Represents shares acquired by one of the Berkshire Entities (as defined below), a passive investment fund (the "Fund"), consistent with its investment objective of achieving capital appreciation by investing primarily in marketable securities. This Form 4 has been filed because

(1) the Reporting Person is a director of the Issuer and a managing member of the general partner of the Fund. As such, the Reporting Person may be deemed to have a shared voting and/or dispositive power over the shares held by the Fund. However, the Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$55.62 to \$56.00. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

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Owned by Berkshire Fund VII, L.P., Berkshire Fund VII-A, L.P., Berkshire Investors LLC, Berkshire Investors III LLC and Stockbridge Fund, L.P. (collectively, the "Berkshire Entities"). Seventh Berkshire Associates LLC is the general partner of each of Berkshire Fund VII, L.P. and Berkshire Fund VII-A, L.P. Stockbridge Associates LLC is the general partner of Stockbridge Fund, L.P. The Reporting

- (3) Person is a managing member of each of Seventh Berkshire Associates LLC, Stockbridge Associates LLC, Berkshire Investors LLC and Berkshire Investors III LLC. As such, the Reporting Person may be deemed to have a shared voting and/or dispositive power over the shares held by such entities. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

The Reporting Person may also be deemed to indirectly beneficially own 103,500 shares of Common Stock held by Stockbridge Partners LLC on behalf of a managed account over which it has shared voting and sole dispositive power. The Reporting Person is a managing

(4) member of Stockbridge Partners LLC. As such, the Reporting Person may be deemed to have a shared voting and/or dispositive power over these shares. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

- (5) Mr. Small also directly beneficially owns 5,000 shares of Common Stock.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$55.85 to \$56.00. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities

(6) and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

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.