

TransDigm Group INC  
 Form 5  
 December 22, 2015

# FORM 5

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**Laubenthal Raymond F**

(Last) (First) (Middle)

**TRANSDIGM GROUP  
 INCORPORATED, 1301 EAST  
 9TH STREET, SUITE 3000**

(Street)

**CLEVELAND, OH 44114**

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/17/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/17/2015	^	J <sup>(1)</sup>	1,424 A \$ 0 1,563	D	^	
Common Stock	12/17/2015	^	J <sup>(1)</sup>	23,300 A \$ 0 24,863	D	^	
Common Stock	12/17/2015	^	J <sup>(2)</sup>	1,424 D \$ 0 26,231	I	Raymond Laubenthal Grantor Retained	



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- (1) Reversion from GRAT trust
- (2) Transfer of title to GRAT trust for estate planning purpose.

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**Remarks:**

This Form 4 is being filed solely to report changes in direct and indirect ownership.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.