

SMALL ROBERT J
Form 4
February 08, 2013

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 LLC, 200 CLARENDON STREET, 35TH FLOOR

02/06/2013

(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 | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 02/06/2012 | | P | A | \$ 21,387 (1) | 139.6375 (3) | 3,823,752 | I | By Berkshire Entities (8) |
| Common Stock | 02/06/2012 | | P | A | \$ 831 (2) | 139.6375 (3) | 159,493 | I | By Stockbridge Partners LLC (2) |
| Common Stock | 02/07/2012 | | P | A | \$ 48,980 (1) | 140.344 (4) | 3,872,732 | I | By Berkshire Entities (8) |

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| | | | | | | | | | |
|--------------|------------|--|---|----------------------|---|---------------------------|-----------|---|--|
| Common Stock | 02/07/2012 | | P | 12,082 <u>(1)</u> | A | \$ 143.112 <u>(5)</u> | 3,884,814 | I | By Berkshire Entities <u>(8)</u> |
| Common Stock | 02/07/2012 | | P | 3,420 <u>(2)</u> | A | \$ 140.344 <u>(4)</u> | 162,913 | I | By Stockbridge Partners LLC <u>(2)</u> |
| Common Stock | 02/07/2012 | | P | 844 <u>(2)</u> | A | \$ 143.112 <u>(5)</u> | 163,757 | I | By Stockbridge Partners LLC <u>(2)</u> |
| Common Stock | 02/08/2012 | | P | 9,480 <u>(1)</u> | A | \$ 143.8673 <u>(6)</u> | 3,894,294 | I | By Berkshire Entities <u>(8)</u> |
| Common Stock | 02/08/2012 | | P | 78,800 <u>(1)</u> | A | \$ 144.4715 <u>(7)</u> | 3,973,094 | I | By Berkshire Entities <u>(8)</u> |
| Common Stock | 02/08/2012 | | P | 473 <u>(2)</u> | A | \$ 143.8673 <u>(6)</u> | 164,230 | I | By Stockbridge Partners LLC <u>(2)</u> |
| Common Stock | 02/08/2012 | | P | 3,933 <u>(2)</u> | A | \$ 144.4715 <u>(7)</u> | 168,163 | I | By Stockbridge Partners LLC <u>(2)</u> |
| Common Stock | | | | | | | 24,901 | D | |

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 Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$144.20 to \$144.50. 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.

- Owned by Berkshire Fund VII, L.P. ("VII"), Berkshire Fund VII-A, L.P. ("VII-A"), Berkshire Investors LLC ("Investors"), Berkshire Investors III LLC ("Investors III"), Stockbridge Fund, L.P. ("SF"), Stockbridge Fund M, L.P. ("SFM"), Stockbridge Absolute Return Fund, L.P. ("SARF") and Stockbridge Master Fund (OS), L.P. ("SOS") (collectively, the "Berkshire Entities").
- (8) Seventh Berkshire Associates LLC ("7BA") is the general partner of each of VII and VII-A. Stockbridge Associates LLC ("SA") is the general partner of SF, SFM, SARF and SOS. The Reporting Person is a managing member of each of 7BA, SA, Investors and Investors III. As such, the Reporting Person may be deemed to have 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.

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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