

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)

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

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

Executive Vice President

C/O HARTWELL
CORPORATION,Â 900
RICHFIELD RD

(Street)

PLACENTIA,Â CAÂ 92870

(City)

(State)

(Zip)

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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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)

Date Exercisable Expiration
Date

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

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				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, CA 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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