

Palmer Peter
Form 3
February 23, 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| ^ Palmer Peter | | (Month/Day/Year) | TransDigm Group INC [TDG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/15/2012 | | |
| 1301 EAST 9TH STREET,^ SUITE 3710 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| CLEVELAND,^ OH^ 44114 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | President, AdelWiggins Group | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Common Stock | 0 | D | ^ |

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

SEC 1473 (7-02)

Persons who respond to the collection of 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) | 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) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock Option ⁽¹⁾ | 10/01/2009 | 10/01/2015 | Common Stock | 17,468 | \$ 13.37 | D | Â |
| Stock Option ⁽²⁾ | 10/01/2011 | 10/01/2015 | Common Stock | 3,990 | \$ 13.37 | D | Â |
| Stock Option ⁽³⁾ | 10/01/2015 | 11/17/2018 | Common Stock | 35,000 | \$ 27.08 | D | Â |
| Stock Option | 04/22/2011 | 04/22/2020 | Common Stock | 10,000 | \$ 56.86 | D | Â |
| Stock Option | 11/14/2012 | 11/14/2021 | Common Stock | 10,500 | \$ 97.42 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Palmer Peter 1301 EAST 9TH STREET SUITE 3710 CLEVELAND, OH 44114 | Â | Â | Â President, AdelWiggins Group | Â |

Signatures

/s/Halle F. Terrion, as Attorney-in-Fact for Peter Palmer 02/22/2012

__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 and cumulative per share operating performance targets between fiscal 2011 and fiscal 2015.
- (3) Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2015 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. 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.