HENNESSY SEAN P Form 4 March 20, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

Expires:

5. Relationship of Reporting Person(s) to

Form filed by More than One Reporting

Table I. Non-Desiration Consuition Associated Discount of an Description. On

2005 Estimated average burden hours per

0.5

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \*

1(b).

HENNESSY SEAN P			Symbol	Issuer				
			TransDigm Group INC [TDG]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(1)				
THE SHERV COMPANY,			(Month/Day/Year) 03/18/2013	_X_ Director 10% Owner Officer (give title below) Other (specify below)				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				

2. Issuer Name and Ticker or Trading

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

CLEVELAND, OH 44115

(State)

(Zip)

(City)

(- 3)	(······)	lab	ie 1 - Non-i	Jerivative	Secui	rities Acqu	nrea, Disposea oi	, or Beneficiali	y Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	ispose	d of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	A 4	or (D)	Price	(Instr. 3 and 4)		
			Code V	Amount	(D)				
Common						\$			
Stock	03/18/2013		A	99	A	151.02	14,317	D	
SIUCK						(1)			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: HENNESSY SEAN P - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) $(D)$				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HENNESSY SEAN P THE SHERWIN WILLIAMS COMPANY 101 PROSPECT N.W. CLEVELAND, OH 44115

X

## **Signatures**

Halle Fine Terrion as attorney in fact for Sean Hennessy

03/18/2013

\*\*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).
- Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive (1)

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.

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