

Skulina James  
Form 3/A  
August 20, 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 <b>and</b> Ticker or Trading Symbol  |  |
| Â Skulina James                           |         |          | (Month/Day/Year)  |  | TransDigm Group INC [TDG]   |  |
| (Last)                                    | (First) | (Middle) | 01/01/2012  |  | 4. Relationship of Reporting Person(s) to Issuer  |  |
| 1301 EAST NINTH STREET,Â SUITE 3000       |         |          |   |  | (Check all applicable)  |  |
| (Street)                                  |         |          |   |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| CLEVELAND,Â OHÂ 44114                     |         |          |   |  | 01/06/2012  |  |
| (City)                                    | (State) | (Zip)    |   |  | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
|   |         |          | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |
|   |         |          | Executive Vice President  |  |   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(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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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable    Expiration Date                         | Title                      Amount or Number of Shares                          |  |  |  |

(Instr. 5)

|              |                           |            |              |        |          |   |   |
|--------------|---------------------------|------------|--------------|--------|----------|---|---|
| Stock Option | 09/30/2010 <sup>(1)</sup> | 11/16/2019 | Common Stock | 10,000 | \$ 41.79 | D | Â |
| Stock Option | 09/30/2012 <sup>(2)</sup> | 11/14/2021 | Common Stock | 13,000 | \$ 97.42 | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Skulina James<br>1301 EAST NINTH STREET<br>SUITE 3000<br>CLEVELAND, OH 44114 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

Halle Fine Terrion as attorney in fact for James Skulina

08/20/2012

\_\_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 2010 and fiscal 2014.
- (2) Vest based on the achievement of annual per share operating performance targets between fiscal 2012 and fiscal 2016.

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### Remarks:

The options for stock first exercisable on 9/30/2010 was erroneously reported as 41.79 options outstanding

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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