| Riley James Form 4 | s M | | | | | | | | | | | |
|---|---|---------------|----------|--|------|------------|-----------|----------------------|---|--|---|--|
| November (| 08, 2011 | | | | | | | | | | | |
| | ЛЛ | | | | | | | | | OMB AF | PROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | OMB Number: | 3235-0287 | | |
| Check this box if no longer | | | | | | | | | Expires: | January 31, 2005 | | |
| subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 1 | | | | SEC | CUF | RITIES | | | | Estimated average burden hours per response 0. | | |
| obligations may continue.Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).1(b). | | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | | |
| Riley James M Symbol | | | | ssuer Name and Ticker or Trading ol sDigm Group INC [TDG] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) (First) (Middle) 3. Date of | | | | of Earliest Transaction | | | | | (Check all applicable) | | | |
| | | | | nth/Day/Year))7/2011 | | | | | Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President | | | |
| (Street) 4. If Ame | | | | Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | |
| Filed(Mo CLEVELAND, OH 44114 | | | | Month/Day/Year) | | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Tab | le I - N | on-I | Derivative | e Secu | rities Acqu | ired, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution any | Date, if | e, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A) | | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock | 11/07/2011 | | | М | | 1,384 | А | \$ 6.68 | 1,384 | D | | |
| Common Stock | 11/07/2011 | | | М | | 5,057 | А | \$ 8.52 | 6,441 | D | | |
| Common Stock | 11/07/2011 | | | М | | 1,059 | А | \$ 8.52 | 7,500 | D | | |
| Common Stock | 11/07/2011 | | | S | | 7,500 | D | \$ 93.8749 (1) | 0 | D | | |

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

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 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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) | | |
|---|---|---|---|---|-----|--|---------------------|---|-----------------|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 6.68 | 11/07/2011 | | М | | 1,384 | 09/30/2004 | 08/05/2013 | Common Stock | 1,384 |
| Stock Option | \$ 8.52 | 11/07/2011 | | М | | 5,057 | 09/30/2005 | 12/30/2014 | Common Stock | 5,057 |
| Stock Option | \$ 8.52 | 11/07/2011 | | М | | 1,059 | 12/30/2004 | 12/30/2014 | Common Stock | 1,059 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|--------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Riley James M TRANSDIGM GROUP INCORPORATED 1301 EAST NINTH ST CLEVELAND, OH 44114 | | | Executive Vice President | | | | |
| Signatures | | | | | | | |
| Halle Fine Terrion as attorney-in-fact for Jan Riley | nes | 11/08/ | 2011 | | | | |
| <u>**</u> Signature of Reporting Person | | Date | 2 | | | | |
| Explanation of Response | s: | | | | | | |

* 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).

(1) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$93.42 - \$94.42. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full

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information regarding the number of shares sold at each separate price.

Remarks:

All transactions reported hereunder made pursuant to an established 10b5-1 plan.

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.