

Graziosi David S.
Form 4
June 04, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Graziosi David S.

2. Issuer Name and Ticker or Trading Symbol
Allison Transmission Holdings Inc
[ALSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE ALLISON WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President and CEO

INDIANAPOLIS, IN 46222

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/31/2018		M	20,471 A (1) (2)	210,945	D	
Common Stock	05/31/2018		F(3)	9,024 D \$ 41.31	201,921	D	

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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
Dividend Equivalent Rights	(4)	05/31/2018		A	173	(4) (4)	Common Stock 173
Restricted Stock Units	(1)	05/31/2018		M	20,000	(1) (1)	Common Stock 20,000
Dividend Equivalent Rights	(2)	05/31/2018		M	471	(2) (2)	Common Stock 471

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graziosi David S. ONE ALLISON WAY INDIANAPOLIS, IN 46222			President and CEO	

Signatures

/s/ Eric C. Scroggins,
attorney-in-fact

06/04/2018

__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).

(1) Settlement of restricted stock units ("RSUs") granted on December 21, 2016. Each RSU represents the right to receive one share of Allison Transmission Holdings, Inc. (the "Company") common stock.

(2) Settlement of dividend equivalent rights ("DERs"). The DERs accrued when and as dividends were paid on the Company's common stock and vest proportionately with the RSU to which they relate. Each DER is the economic equivalent of one share of Company common stock.

(3) Represents shares withheld to satisfy tax withholding obligations upon vesting of RSUs and DERs.

(4) The DERs accrued on previously awarded RSUs and vest proportionately with the RSUs to which they relate. Each DER is the economic equivalent of one share of Company common stock.

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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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