

Allison Transmission Holdings Inc
 Form 4
 December 02, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Dean Sharon L.

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)
 11/30/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Quality and Reliability

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/30/2016		M	5,022 A \$ 23.58	12,928	D	
Common Stock	11/30/2016		S ⁽¹⁾	5,022 D \$ 32.92	7,906	D	
Common Stock	12/01/2016		M	2,450 A (2) 10,356		D	
Common Stock	12/01/2016		F	795 (3) D \$ 33.72	9,561	D	
Common Stock	12/01/2016		M	136 A (4) 9,697		D	

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Common Stock 12/01/2016 F 45 ⁽⁵⁾ D \$ 33.72 9,652 D

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

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(9-02)

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.58	11/30/2016		M	5,022	⁽⁶⁾ 03/24/2023	Common Stock	5,022
Dividend Equivalent Rights	\$ ⁽⁷⁾ 33.17	11/30/2016		A	31	⁽⁷⁾ ⁽⁷⁾	Common Stock	31
Restricted Stock Units	⁽²⁾	12/01/2016		M	2,450	⁽²⁾ ⁽²⁾	Common Stock	2,450
Dividend Equivalent Rights	⁽⁴⁾	12/01/2016		M	136	⁽⁴⁾ ⁽⁴⁾	Common Stock	136

Reporting Owners

Reporting Owner Name / Address	Relationships
Dean Sharon L. ONE ALLISON WAY INDIANAPOLIS, IN 46222	Director 10% Owner Officer Other VP, Quality and Reliability

Signatures

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

12/02/2016

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Settlement of restricted stock units ("RSUs") granted on February 18, 2014. Each RSU represents a contingent right to receive one share of Allison Transmission Holdings, Inc. ("ALSN") common stock.
- (3) Represents shares withheld by ALSN to satisfy tax withholding obligations on the vesting of RSUs.
- (4) Settlement of dividend equivalent rights ("DERs"). The DERs accrued when and as dividends were paid on ALSN common stock and vest proportionately with the RSU to which they relate. Each DER is the economic equivalent of one share of ALSN common stock.
- (5) Represents shares withheld by ALSN to satisfy tax withholding obligations on the vesting of DERs.
- (6) The option vested on December 15, 2015.
- (7) The DERs accrued on three previously awarded RSUs and vest proportionately with the RSUs to which they relate. Each DER the economic equivalent of one share of ALSN common stock.

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.