

Allison Transmission Holdings Inc
 Form 4
 May 15, 2017

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 *
RABORN FRANCIS

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)
03/29/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

INDIANAPOLIS, IN 46222
 (City) (State) (Zip)

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

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 or Price | | |
| Common Stock | 03/29/2017 | | G ⁽¹⁾ | | 497 | D | |
| Common Stock | 03/29/2017 | | G ⁽¹⁾ | | 497 | A | \$ 0 38,438 |
| Common Stock ⁽²⁾ | 05/11/2017 | | M | | 3,697 ⁽³⁾ | A | \$ 0 3,697 |
| Common Stock ⁽⁴⁾ | 05/11/2017 | | A | | 490 | A | \$ 0 ⁽⁵⁾ 4,187 |

By Francis Raborn Revocable Trust

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | <u>(6)</u> | 05/11/2017 | | M | | 3,628 | <u>(7)</u> <u>(7)</u> Common Stock | 3,628 |
| Dividend Equivalent Rights | <u>(8)</u> | 05/11/2017 | | M | | 69 | <u>(9)</u> <u>(9)</u> Common Stock | 69 |
| Restricted Stock Units <u>(10)</u> | <u>(6)</u> | 05/12/2017 | | A | | 3,185 | <u>(11)</u> <u>(11)</u> Common Stock | 3,185 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RABORN FRANCIS ONE ALLISON WAY INDIANAPOLIS, IN 46222 | | X | | |

Signatures

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

05/15/2017

**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) Represents transfer of shares to the Francis Raborn Revocable Trust.

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- (2) Settlement of restricted stock units ("RSUs") and related dividend equivalents.
- (3) Includes 69 dividend equivalents
These shares represent a quarterly payment of the reporting person's annual retainer under the Allison Transmission Holdings, Inc. (the "Company") Second Amended and Restated Non-Employee Director Compensation Policy ("Policy"). The annual retainer is paid quarterly in arrears in cash or common stock at the reporting person's discretion.
- (5) The number of shares of common stock received was calculated based on \$38.23 which was the closing price of the Company's common stock on the date of grant.
- (6) Each RSU represents a contingent right to receive one share of the Company's common stock
- (7) On May 13, 2016, the reporting person was granted 3,628 RSUs that vested on May 11, 2017.
- (8) Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.
- (9) The dividend equivalent rights accrued on previously awarded RSUs and vested on May 11, 2017.
- (10) The RSUs represent the reporting person's annual equity award under the Policy.
- (11) The RSUs vest on the date of the next annual meeting of the stockholders of the Company. Unvested RSUs earn dividend equivalents when dividends are declared on the Company's common stock.
- (12) The number of RSUs received was calculated based on \$37.67, which was the closing price of the Company's common stock on the date of grant.

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.