

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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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 *
 STAR JAMES A

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/11/2017

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

C/O ALLISON TRANSMISSION HOLDINGS INC, ONE ALLISON WAY

(Street)

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

INDIANAPOLIS, IN 46222

(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 (2)			
Common Stock (1)	05/11/2017		A	490 A \$ 0	36,808	D	
Common Stock (3)	05/11/2017		M	3,697 (4) A \$ 0	40,505	D	
Common Stock					1,187,000	I	By Areljay II LLC (5)
Common Stock					3,936,354	I	By The Crown Fund (5)

Common Stock	1,762,400	I	By The Crown Fund II ⁽⁵⁾
Common Stock	19,900	I	By HCNI II, LLC ⁽⁵⁾

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 ⁽¹⁰⁾	<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
STAR JAMES A C/O ALLISON TRANSMISSION HOLDINGS INC 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).
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.
- (1) 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.
- (2) Settlement of restricted stock units ("RSUs") and related dividend equivalents.
- (3) Includes 69 dividend equivalents.
These shares are held by the identified entities in which trusts established for the benefit of the reporting person's wife and children indirectly own interests. The reporting person is President and Chief Executive Officer of Longview Asset Management, LLC, which, by virtue of managing investments of such entities, may be deemed to beneficially own the shares held by such entities. The reporting person disclaims beneficial ownership of the shares held by these entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or any other purpose.
- (4) Each RSU represents a contingent right to receive one share of the Company's common stock.
- (5) On May 13, 2016, the reporting person was granted 3,628 RSUs that vested on May 11, 2017.
- (6) Each dividend equivalent rights is the economic equivalent of one share of the Company's common stock.
- (7) The dividend equivalent rights accrued on previously awarded RSUs and vested on May 11, 2017.
- (8) The RSUs represent the reporting person's annual equity award under the Policy.
- (9) 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.
- (10) 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.
- (11)
- (12)

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.