

Allison Transmission Holdings Inc
 Form 4
 May 18, 2015

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 *
RABAUT THOMAS W

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)
05/14/2015

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)
				(A) or (D) Price			
Common Stock ⁽¹⁾	05/14/2015		M	V Amount <u>2,642</u> ⁽²⁾ A \$ 0	20,431	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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	(4)	05/14/2015		M			2,599	(5)	(5)	Common Stock	2,599
Dividend Equivalent Rights	(6)	05/14/2015		M			43	(7)	(7)	Common Stock	43
Restricted Stock Units (3)	(4)	05/15/2015		A			3,162	(8)	(8)	Common Stock	3,162

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RABAUT THOMAS W ONE ALLISON WAY INDIANAPOLIS, IN 46222		X		

Signatures

/s/ Eric C. Scroggins,
attorney-in-fact
05/18/2015
**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") and related dividend equivalents.
- (2) Includes 43 dividend equivalents.
- (3) The RSUs represent the reporting person's annual equity award under the Allison Transmission Holdings, Inc. (the "Company") Second Amended and Restated Non-Employee Director Compensation Policy ("Policy").
- (4) Each RSU represents a contingent right to receive one share of the Company's common stock.
- (5) On May 8, 2014, the reporting person was granted 2,599 RSUs that vested on May 14, 2015.
- (6) Each dividend equivalent right represents a contingent right to receive one share of the Company's common stock.
- (7) The dividend equivalent rights accrued on previously awarded RSUs and vested on May 14, 2015.

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- (8) 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.
- (9) The number of RSUs received was calculated based on \$31.62, 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.

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