

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 *
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)
05/11/2017

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 (A) or (D) Price (2) | | |
| Common Stock ⁽¹⁾ | 05/11/2017 | | A | | 490 A \$ 0 | 30,454 | D |
| Common Stock ⁽³⁾ | 05/11/2017 | | M | | 3,697 ⁽⁴⁾ A \$ 0 | 34,151 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Deferred Stock Units ⁽⁵⁾ | <u>(6)</u> | 05/11/2017 | | A | 229 | <u>(6)</u> <u>(6)</u> | Common Stock | 229 |
| Restricted Stock Units | <u>(8)</u> | 05/11/2017 | | M | 3,628 | <u>(9)</u> <u>(9)</u> | Common Stock | 3,628 |
| Divident Equivalent Units | <u>(10)</u> | 05/11/2017 | | M | 69 | <u>(11)</u> <u>(11)</u> | Common Stock | 69 |
| Restricted Stock Units ⁽¹²⁾ | <u>(8)</u> | 05/12/2017 | | A | 3,185 | <u>(13)</u> <u>(13)</u> | Common Stock | 3,185 |

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

05/15/2017

__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) 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.

(2)

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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.

(3) Settlement of restricted stock units ("RSUs") and related dividend equivalents.

(4) Includes 69 dividend equivalents.

(5) These Deferred Stock Units ("DSUs") represent a quarterly payment of the portion of the reporting person's other fees under the Policy deferred pursuant to the Company's Amended and Restated Non-Employee Director Deferred Compensation Plan. The other fees are payable quarterly in arrears.

(6) Each DSU is the economic equivalent of one share of the Company's common stock. The DSUs become payable, in common stock, or at the Company's election, cash, at the earlier of the reporting person's separation from service or a change in control. DSUs earn dividend equivalents when dividends are declared on the Company's common stock.

(7) The number of DSUs received was calculated based on \$38.23, which was the closing price of the Company's common stock on the date of grant.

(8) Each RSU represents a contingent right to receive one share of the Company's common stock

(9) On May 13, 2016, the reporting person was granted 3,628 RSUs that vested on May 11, 2017.

(10) Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.

(11) The dividend equivalent rights accrued on previously awarded RSUs and vested on May 11, 2017.

(12) The RSUs represent the reporting person's annual equity award under the Policy.

(13) 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.

(14) 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.

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