ASKREN STANLEY A

Form 4

August 15, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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if no longer

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

1. Name and Ad ASKREN ST	*	rting Person *	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) ONE ALLISO	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2017	X Director 10% Owner Officer (give title below) Other (specify below)
(Street) INDIANAPOLIS, IN 46222			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned

(==-5)	()	(—-F)	Table I - Non	-Derivative Securitie	s Acquired, Dispo	osed of, or Benefici	ally Owned
1 Title of	2 Transportion	Data 24 Daama	.1 2	1 Sagarities	5 A	f (7 N-4

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Secur	ities		5. Amount of	6. Ownership	7. Nature o
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A)			r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Code Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	' Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	08/11/2017		A	512	A	\$ 0 (2)	7,545	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date	Expiration		umber		
						Exercisable	Date	of			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolong o mior rumo / rumoss	Director	10% Owner	Officer	Other			
ASKREN STANLEY A ONE ALLISON WAY INDIANAPOLIS, IN 46222	X						

Signatures

/s/ Eric C. Scroggins, 08/15/2017 Attorney-in-Fact

**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
- (1) "Company") Second Amended and Restated Non-Employee Director Compensation Policy. The annual retainer is paid quarterly in arrears in cash or common stock at the reporting person's discretion.
- The number of shares of common stock received was calculated based on \$36.57, 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.

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