Coll John Form 4 December 04, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Coll John

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

Allison Transmission Holdings Inc

[ALSN]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/30/2017

(Check all applicable)

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

SVP, Global MSS

C/O ALLISON TRANSMISSION HOLDINGS INC., ONE ALLISON WAY

(First)

(Street)

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

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) Code V Amount (D) Price

(Instr. 3 and 4)

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 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)

(9-02)

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1. Title of	2.	3. Transaction Date		4.	_4:_	5.	6. Date Exerc		7. Title and A		
Derivative Security	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any	Code	cuc	onNumber of	Expiration D (Month/Day/		Underlying S (Instr. 3 and		Derivati Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S				(Instr. 5
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	(1)	11/30/2017		A		68	<u>(1)</u>	<u>(1)</u>	Common Stock	68	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships					
1000	Director	10% Owner	Officer	Other		
Coll John C/O ALLISON TRANSMISSION HOLDINGS INC. ONE ALLISON WAY INDIANAPOLIS, IN 46222			SVP, Global MSS			

Signatures

Eric C. Scroggins, attorney-in-fact

12/04/2017

**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).
- The dividend equivalent rights accrued on previously awarded restricted stock units ("RSUs") and vest proportionately with the RSUs to which they relate. Each dividend equivalent rights is the economic equivalent of one share of Allison Transmission Holdings, Inc.
- The Form 4 filed by the reporting person on September 5, 2017 misstated the number of DEUs acquired and owned on August 31, 2017.

 The reporting person acquired 80 dividend equivalents on August 31, 2017 resulting in a total of 377 dividend equivalents being owned.

(2) The reporting person acquired 80 dividend equivalents on August 31, 2017 resulting in a total of 377 dividend equivalents being owned following the transaction.

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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