Graziosi David S. Form 4 December 04, 2017

if no longer

subject to

Section 16.

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

2. Issuer Name and Ticker or Trading

Allison Transmission Holdings Inc

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Graziosi David S.

(Last) (First) (Middle)

ONE ALLISON WAY

(Street)

INDIANAPOLIS, IN 46222

(City)

11/30/2017 4. If Amendment, Date Original

(Month/Day/Year)

Symbol

[ALSN]

Filed(Month/Day/Year)

3.

3. Date of Earliest Transaction

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D)

4. Securities

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

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)

1. Title of 3. Transaction Date 3A. Deemed 4.

Derivative Conversion Security or Exercise

(Month/Day/Year) Execution Date, if

any

Transactionof Code

5. Number 6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

Underlying Securities (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President, CFO and Treasurer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

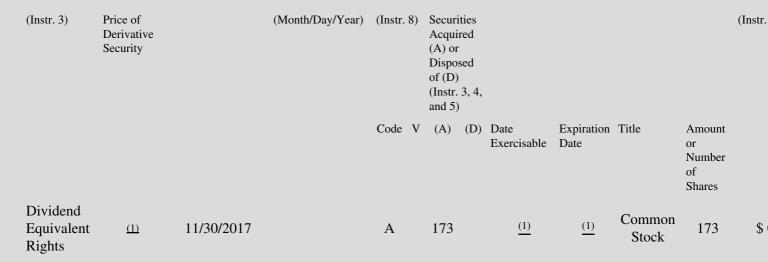
Indirect

Estimated average

burden hours per

7. Title and Amount of 8. Price Deriva Securi

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Graziosi David S. ONE ALLISON WAY INDIANAPOLIS, IN 46222

President, CFO and Treasurer

Signatures

/s/ 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 right is the economic equivalent of one share of Allison Transmission Holdings, Inc. common stock.

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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