

Harker William R
 Form 4
 January 23, 2019

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 *
 Harker William R

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)

3. Date of Earliest Transaction (Month/Day/Year)
 01/18/2019

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

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

(Street)

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

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 (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 Indirect Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	01/18/2019		S ⁽¹⁾			2,030	D	\$ 50.0098	10,029,085	I	See Footnote (3)
								(2)			

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)	8. Price of Derivative Security (Instr. 5)	9. Name of Reporting Person (Instr. 9)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harker William R C/O ALLISON TRANSMISSION HOLDINGS INC. ONE ALLISON WAY INDIANAPOLIS, IN 46222	X			

Signatures

/s/ William R.
Harker 01/23/2019

**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) 1. The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by Ashe Capital Management, LP ("Ashe Capital") and its funds on November 20, 2018.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.00 to \$50.02, inclusive. The reporting person undertakes to provide Allison Transmission Holdings Inc, any security holder of Allison Transmission Holdings Inc or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (2) These shares are beneficially owned by Ashe Capital. Ashe Capital is a registered investment adviser and acts as an investment adviser to various private investment limited partnerships. The reporting person is a member of Ashe GP, LLC, which is Ashe Capital's general partner. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
 - (3) These shares are beneficially owned by Ashe Capital. Ashe Capital is a registered investment adviser and acts as an investment adviser to various private investment limited partnerships. The reporting person is a member of Ashe GP, LLC, which is Ashe Capital's general partner. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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.