Allison Transmission Holdings Inc Form 4

November 15, 2016

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

OMB Number:

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0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or

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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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RABAUT THOMAS W Issuer Symbol Allison Transmission Holdings Inc (Check all applicable) [ALSN] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title _ Other (specify (Month/Day/Year) below) ONE ALLISON WAY 11/11/2016 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **INDIANAPOLIS, IN 46222** Person

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative Securit	ies Ac	quired, Disposed	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	r	Securities	Form: Direct	Indirect
(Instr. 3)		any Code		Disposed of (D))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
				(A)		Transaction(s)		
			C-1- V	or	D	(Instr. 3 and 4)		
~			Code V		Price			
Common Stock	11/11/2016		A	603 <u>(1)</u> A	\$ 0 (2)	29,467	D	
Stock					(-)			

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 3		ionof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(3)	11/11/2016	A		281 (4)		(3)	(3)	Common Stock	281	\$ 0 <u>(5</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
RABAUT THOMAS W ONE ALLISON WAY INDIANAPOLIS, IN 46222	X						

Signatures

/s/ Eric C. Scroggins, attorney-in-fact

11/15/2016

**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 ("Policy"). The annual retainer is paid quarterly in arrears in cash or common stock at the reporting person's discretion.
- (2) The number of shares of common stock received was calculated based on \$31.07, which was the closing price of the Company's common stock on the date of grant.
- Each deferred stock unit ("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.
- (4) These 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.
- (5) The number of DSUs received was calculated based on \$31.07, 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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