

Allison Transmission Holdings Inc  
Form 4  
May 15, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RABAUT THOMAS W

(Last) (First) (Middle)

ONE ALLISON WAY

(Street)

INDIANAPOLIS, IN 46222

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Allison Transmission Holdings Inc  
[ALSN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/11/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price (2)		
Common Stock <sup>(1)</sup>	05/11/2017		A		490 \$ 0	30,454	D
Common Stock <sup>(3)</sup>	05/11/2017		M		3,697 (4) \$ 0	34,151	D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units <sup>(5)</sup>	<u>(6)</u>	05/11/2017		A		229		<u>(6)</u>	<u>(6)</u>	Common Stock	229
Restricted Stock Units	<u>(8)</u>	05/11/2017		M		3,628		<u>(9)</u>	<u>(9)</u>	Common Stock	3,628
Divident Equivalent Units	<u>(10)</u>	05/11/2017		M		69		<u>(11)</u>	<u>(11)</u>	Common Stock	69
Restricted Stock Units <sup>(12)</sup>	<u>(8)</u>	05/12/2017		A		3,185		<u>(13)</u>	<u>(13)</u>	Common Stock	3,185

## Reporting Owners

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

## Signatures

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

05/15/2017

\_\_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).

(1) These shares represent a quarterly payment of the reporting person's annual retainer under the Allison Transmission Holdings, Inc. (the "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)

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The number of shares of common stock received was calculated based on \$38.23, which was the closing price of the Company's common stock on the date of grant.

(3) Settlement of restricted stock units ("RSUs") and related dividend equivalents.

(4) Includes 69 dividend equivalents.

(5) These Deferred Stock Units ("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.

(6) Each 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.

(7) The number of DSUs received was calculated based on \$38.23, which was the closing price of the Company's common stock on the date of grant.

(8) Each RSU represents a contingent right to receive one share of the Company's common stock

(9) On May 13, 2016, the reporting person was granted 3,628 RSUs that vested on May 11, 2017.

(10) Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.

(11) The dividend equivalent rights accrued on previously awarded RSUs and vested on May 11, 2017.

(12) The RSUs represent the reporting person's annual equity award under the Policy.

(13) The RSUs vest on the date of the next annual meeting of the stockholders of the Company. Unvested RSUs earn dividend equivalents when dividends are declared on the Company's common stock.

(14) The number of RSUs received was calculated based on \$37.67, 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.

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