

ASKREN STANLEY A

Form 4

May 14, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ASKREN STANLEY A

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)
 ONE ALLISON WAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/10/2018

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

INDIANAPOLIS, IN 46222

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

(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 Ownership (Instr. 4)
Common Stock ⁽¹⁾	05/10/2018		A	446	A	\$ 0 ⁽²⁾	8,874 D
Common Stock ⁽³⁾	05/10/2018		M	3,233 ⁽⁴⁾	A	\$ 0	12,107 D

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

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 (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
Restricted Stock Units	(5)	05/10/2018		M			3,185	(6)	(6)	Common Stock	3,185
Dividend Equivalent Rights	(7)	05/10/2018		M			48	(8)	(8)	Common Stock	48
Restricted Stock Units (9)	(5)	05/10/2018		A		2,859		(10)	(10)	Common Stock	2,859

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASKREN STANLEY A ONE ALLISON WAY INDIANAPOLIS, IN 46222		X		

Signatures

/s/ Eric C. Scroggins,
Attorney-in-Fact

05/14/2018

 **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 "Company") Third 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.
- (1) The number of shares of common stock received was calculated based on \$41.96, which was the closing price of the Company's common stock on the date of grant.
 - (2) Settlement of restricted stock units ("RSUs") and related dividend equivalents.
 - (3) Includes 48 dividend equivalents.

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- (5) Each RSU represents a contingent right to receive one share of the Company's common stock.
- (6) On May 12, 2017, the reporting person was granted 3,185 RSUs that vested on May 10, 2018.
- (7) Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.
- (8) The dividend equivalent rights accrued on previously awarded RSUs and vested on May 10, 2018.
- (9) The RSUs represent the reporting person's annual equity award under the Policy.
- (10) 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.
- (11) The number of RSUs received was calculated based on \$41.96, 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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