

STAR JAMES A
Form 4
December 29, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STAR JAMES 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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2017

☒ 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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------------|------------|---|--|---|--------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/27/2017 | | S | | 23,100 (1) | D | \$ 43.4793 | 991,400 | I | By Areljay II LLC (2) |
| Common Stock | 12/27/2017 | | S | | 79,928 (1) | D | \$ 43.4793 | 3,327,923 | I | By The Crown Fund (2) |
| Common Stock | 12/27/2017 | | S | | 39,000 (1) | D | \$ 43.4793 | 1,614,661 | I | By The Crown Fund II (2) |

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| | | | | | | | | |
|--------------|------------|---|---------------|---|------------|-----------|---|--------------------------|
| Common Stock | 12/28/2017 | S | 27,300 (1) | D | \$ 43.4741 | 964,100 | I | By Areljay II LLC (2) |
| Common Stock | 12/28/2017 | S | 88,930 (1) | D | \$ 43.4741 | 3,238,993 | I | By The Crown Fund (2) |
| Common Stock | 12/28/2017 | S | 43,600 (1) | D | \$ 43.4741 | 1,571,061 | I | By The Crown Fund II (2) |
| Common Stock | 12/29/2017 | S | 27,300 (1) | D | \$ 43.2577 | 936,800 | I | By Areljay II LLC (2) |
| Common Stock | 12/29/2017 | S | 72,460 (1) | D | \$ 43.2577 | 3,166,533 | I | By The Crown Fund (2) |
| Common Stock | 12/29/2017 | S | 36,400 (1) | D | \$ 43.2577 | 1,534,661 | I | By The Crown Fund II (2) |
| Common Stock | | | | | | 19,900 | I | By HCNI II, LLC (2) |
| Common Stock | | | | | | 41,450 | D | |

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

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SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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 |
| STAR JAMES A C/O ALLISON TRANSMISSION HOLDINGS INC ONE ALLISON WAY INDIANAPOLIS, IN 46222 | X | | | |

Signatures

/s/Angie Newhouse, Attorney
in Fact

12/29/2017

__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 were sold in compliance with a Rule 10b5-1 sales plan entered into on November 20, 2017.

These shares are held by the identified entities in which trusts established for the benefit of the reporting person's wife and children indirectly own interests. The reporting person is President and Chief Executive Officer of Longview Asset Management, LLC, which, by

(2) virtue of managing the investments of such entities, may be deemed to beneficially own the shares held by such entities. The reporting person disclaims beneficial ownership of the shares held by these entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.

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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