

Allison Transmission Holdings Inc  
 Form 4  
 May 16, 2016

**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 \*  
**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)  
**05/12/2016**

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)
				(A) or (D) Price			
Common Stock <sup>(1)</sup>	05/12/2016		M	V Amount (2) A \$ 0	28,201	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)**

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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)	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	(4)	05/12/2016		M			3,162	(5)	(5)	Common Stock	3,162
Dividend Equivalent Rights	(6)	05/12/2016		M			66	(7)	(7)	Common Stock	66
Restricted Stock Units (3)	(4)	05/13/2016		A			3,628	(8)	(8)	Common Stock	3,628

## 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

05/16/2016

\*\*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).
- (1) Settlement of restricted stock units ("RSUs") and related dividend equivalents.
- (2) Includes 66 dividend equivalents.
- (3) The RSUs represent the reporting person's annual equity award under the Allison Transmission Holdings, Inc. (the "Company") Second Amended and Restated Non-Employee Director Compensation Policy ("Policy").
- (4) Each RSU represents a contingent right to receive one share of the Company's common stock.
- (5) On May 14, 2015, the reporting person was granted 3,162 RSUs that vested on May 12, 2016.
- (6) Each dividend equivalent right represents a contingent right to receive one share of the Company's common stock.
- (7) The dividend equivalent rights accrued on previously awarded RSUs and vested on May 12, 2016.

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- (8) 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.
- (9) The number of RSUs received was calculated based on \$27.56, 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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