

Allison Transmission Holdings Inc  
 Form 4  
 December 02, 2016

**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 \*  
 Graziosi David S.

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)  
 11/30/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, CFO and Treasurer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common Stock                    | 12/01/2016                           |  | F <sup>(1)</sup>               | 4,579 D \$ 33.72  | 193,861   | D  |   |
| Common Stock                    | 12/01/2016                           |  | M                              | 8,496 A \$ 12.66  | 202,357   | D  |   |
| Common Stock                    | 12/01/2016                           |  | M                              | 18,473 A \$ 16.88   | 220,830   | D  |   |
| Common Stock                    | 12/01/2016                           |  | S <sup>(2)</sup>               | 26,969 D \$ 33.4238   | 198,861   | D  |   |
|                                 |                                      |  |                                |   | <sup>(3)</sup>  |  |   |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Dividend Equivalent Rights                 | \$ 33.17<br><u>(4)</u>                                 | 11/30/2016                           |  | A                              | 63  | <u>(4)</u> <u>(4)</u>                                    | Common Stock 63   |
| Employee Stock Option (right to buy)       | \$ 12.66   | 12/01/2016                           |  | M                              | 8,496   | <u>(5)</u> 11/13/2017                                    | Common Stock 8,496  |
| Employee Stock Option (right to buy)       | \$ 16.88   | 12/01/2016                           |  | M                              | 18,473  | <u>(5)</u> 11/13/2017                                    | Common Stock 18,473   |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Graziosi David S.<br>ONE ALLISON WAY<br>INDIANAPOLIS, IN 46222 |               |           | President, CFO and Treasurer |       |

## Signatures

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

12/02/2016

\_\_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) Represents the withholding of shares to satisfy tax withholding obligations upon vesting of shares of restricted stock granted on February 18, 2014.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.  
This price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$33.2500
- (3) to \$33.6300. The reporting person undertakes to provide the Company, any security holder of the Company or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.  
The dividend equivalent rights accrued on previously awarded restricted stock units ("RSUs") and vest proportionately with the RSUs to
- (4) which they relate. Each dividend equivalent right is the economic equivalent of one share of Allison Transmission Holdings, Inc. common stock.
- (5) The option vested in five equal annual installments beginning on November 13, 2008.

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.