

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RABORN FRANCIS

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)
03/29/2017

☒ 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. 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	03/29/2017		G ⁽¹⁾	497 D \$ 0 0		D	
Common Stock	03/29/2017		G ⁽¹⁾	497 A \$ 0 38,438		I	By Francis Raborn Revocable Trust
Common Stock ⁽²⁾	05/11/2017		M	3,697 ⁽³⁾ A \$ 0 3,697		D	
Common Stock ⁽⁴⁾	05/11/2017		A	490 A \$ 0 ⁽⁵⁾ 4,187		D	

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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
Restricted Stock Units	(6)	05/11/2017		M			3,628	(7)	(7)	Common Stock	3,628
Dividend Equivalent Rights	(8)	05/11/2017		M			69	(9)	(9)	Common Stock	69
Restricted Stock Units (10)	(6)	05/12/2017		A			3,185	(11)	(11)	Common Stock	3,185

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RABORN FRANCIS 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) Represents transfer of shares to the Francis Raborn Revocable Trust.

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- (2) Settlement of restricted stock units ("RSUs") and related dividend equivalents.
- (3) Includes 69 dividend equivalents
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.
- (4) 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.
- (5) Each RSU represents a contingent right to receive one share of the Company's common stock
- (6) On May 13, 2016, the reporting person was granted 3,628 RSUs that vested on May 11, 2017.
- (8) Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.
- (9) The dividend equivalent rights accrued on previously awarded RSUs and vested on May 11, 2017.
- (10) The RSUs represent the reporting person's annual equity award under the Policy.
- (11) 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.
- (12) 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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