

Dick Michael  
 Form 4  
 December 19, 2017

**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 \*  
 Dick Michael

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)  
 12/12/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SVP, Ops and Purchasing

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                    | 12/12/2017                           |                                                    | M                              | 2,200 A \$ 23.58                                                  | 39,131                                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/12/2017                           |                                                    | S                              | 4,400 (1) D \$ 42.0311 (2)                                        | 34,731                                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/18/2017                           |                                                    | M                              | 2,020 A \$ 23.58                                                  | 36,751                                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/18/2017                           |                                                    | S                              | 3,820 (1) D \$ 42.0089 (3)                                        | 32,931                                                                                        | D                                                        |                                                       |
|                                 | 12/19/2017                           |                                                    | M                              | 11,380 A \$ 23.58                                                 | 44,311                                                                                        | D                                                        |                                                       |

Common  
Stock

|                 |            |   |                      |   |                             |        |   |
|-----------------|------------|---|----------------------|---|-----------------------------|--------|---|
| Common<br>Stock | 12/19/2017 | S | 11,380<br><u>(1)</u> | D | \$<br>42.7928<br><u>(4)</u> | 32,931 | 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) | Amount or Number of Shares |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                      | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 23.58                                               | 12/12/2017                           |                                                    | M                              | 2,200                                                                                   | <u>(5)</u> 03/24/2023                                    | Common Stock                                                  | 2,200                      |                            |
| Employee Stock Option (right to buy)       | \$ 23.58                                               | 12/18/2017                           |                                                    | M                              | 2,020                                                                                   | <u>(5)</u> 03/24/2023                                    | Common Stock                                                  | 2,020                      |                            |
| Employee Stock Option (right to buy)       | \$ 23.58                                               | 12/19/2017                           |                                                    | M                              | 11,380                                                                                  | <u>(5)</u> 03/24/2023                                    | Common Stock                                                  | 11,380                     |                            |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
SVP, Ops and Purchasing

Dick Michael  
ONE ALLISON WAY  
INDIANAPOLIS, IN 46222

## Signatures

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

12/19/2017

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan dated November 6, 2017.

This price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$42.0000 to \$42.0900. 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.

(2) This price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$42.0000 to \$42.0500. 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.

(3) This price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$42.1500 to \$43.1600. 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.

(4) The option vested on December 15, 2015.

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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