

Allison Transmission Holdings Inc
Form 4
December 02, 2016

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 *
Scroggins Eric C.

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
____X____ Officer (give title ____ Other (specify
below) below)
VP, Gen. Counsel and Secretary

INDIANAPOLIS, IN 46222

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	12/01/2016		M	2,660 A	16,743	D	
Common Stock	12/01/2016		F	863 (2) D	\$ 33.72	D	
Common Stock	12/01/2016		M	148 A	(3) 16,028	D	
Common Stock	12/01/2016		F	48 (4) D	\$ 33.72	D	

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)		8. P
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	\$ 33.17 <u>(5)</u>	11/30/2016		A	35	<u>(5)</u>	<u>(5)</u>	Common Stock	35	
Restricted Stock Units	<u>(1)</u>	12/01/2016		M	2,660	<u>(1)</u>	<u>(1)</u>	Common Stock	2,660	
Dividend Equivalent Rights	<u>(3)</u>	12/01/2016		M	148	<u>(3)</u>	<u>(3)</u>	Common Stock	148	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Scroggins Eric C. ONE ALLISON WAY INDIANAPOLIS, IN 46222	VP, Gen. Counsel and Secretary

Signatures

Eric C. Scroggins
12/02/2016
Date

**Signature of
Reporting Person

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)

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Settlement of restricted stock units ("RSUs") granted on February 18, 2014. Each RSU represents a contingent right to receive one share of Allison Transmission Holdings, Inc. ("ALSN") common stock.

- (2) Represents shares withheld by ALSN to satisfy tax withholding obligations on the vesting of RSUs.
- (3) Settlement of dividend equivalent rights ("DERs"). The DERs accrued when and as dividends were paid on ALSN common stock and vest proportionately with the RSU to which they relate. Each DER is the economic equivalent of one share of ALSN common stock.
- (4) Represents shares withheld by ALSN to satisfy tax withholding obligations on the vesting of DERs.
- (5) The DERs accrued on three previously awarded RSUs and vest proportionately with the RSUs to which they relate. Each DER is the economic equivalent of one share of ALSN common stock.

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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