

Graziosi David S.
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 *
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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

President and CFO

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 or Price		
Common Stock	12/12/2017		M		1,800 A \$ 23.58	195,923 ⁽³⁾	D
Common Stock	12/12/2017		S ⁽¹⁾		1,800 D \$ 42.0383	194,123 ⁽³⁾	D
Common Stock	12/18/2017		M		1,300 A \$ 23.58	195,423 ⁽³⁾	D
Common Stock	12/18/2017		S ⁽¹⁾		1,300 D \$ 42.0276	194,123 ⁽³⁾	D
	12/19/2017		M		55,700 A \$ 23.58	249,823 ⁽³⁾	D

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Common
Stock

Common Stock 12/19/2017 S⁽¹⁾ 55,700 D 42.5332 194,123 ⁽³⁾ D
(5)

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)	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	1,800	<u>(6)</u> 03/24/2023	Common Stock	1,800	
Employee Stock Option (right to buy)	\$ 23.58	12/18/2017		M	1,300	<u>(6)</u> 03/24/2023	Common Stock	1,300	
Employee Stock Option (right to buy)	\$ 23.58	12/19/2017		M	55,700	<u>(6)</u> 03/24/2023	Common Stock	55,700	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			President and CFO	

Graziosi David S.
ONE ALLISON WAY
INDIANAPOLIS, IN 46222

Signatures

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 22, 2017.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$42.0100

(2) 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.

(3) Includes 9,345 shares of restricted stock that vest on February 19, 2018.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$42.0100

(4) 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.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$42.1500

(5) to \$42.7500. 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.

(6) 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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