

Dyer Edward L.
Form 3
March 14, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Dyer Edward L.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/14/2012

3. Issuer Name **and** Ticker or Trading Symbol

Allison Transmission Holdings Inc [ALSN]

4. Relationship of Reporting
Person(s) to Issuer

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

ONE ALLISON WAY

(Street)

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other
(give title below) (specify below)

VP, Military Programs

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

INDIANAPOLIS,Â INÂ 46222

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

5,925

D

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	06/03/2020	Common Stock	29,625	\$ 8.44	D	Â
Employee Stock Option (right to buy)	Â (2)	06/03/2020	Common Stock	55,613	\$ 12.66	D	Â
Employee Stock Option (right to buy)	Â (3)	06/03/2020	Common Stock	66,523	\$ 16.88	D	Â
Employee Stock Option (right to buy)	Â (4)	02/08/2021	Common Stock	5,925	\$ 8.44	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dyer Edward L. ONE ALLISON WAY INDIANAPOLIS, IN 46222	Â	Â	Â VP, Military Programs	Â

Signatures

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

03/14/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 option vests in five equal annual installments beginning on March 1, 2011.

(2) The option vests in five equal annual installments beginning on March 1, 2011.

(3) The option vests in five equal annual installments beginning on March 1, 2011.

(4) The option vests in five equal annual installments beginning on March 1, 2011.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â ConfirmingÂ Statement

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.