

RABORN FRANCIS
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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â RABORN FRANCIS		(Month/Day/Year)	Allison Transmission Holdings Inc [ALSN]	
(Last)	(First)	(Middle)	03/14/2012	
ONE ALLISON WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
INDIANAPOLIS,Â INÂ 46222			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

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)
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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Employee Stock Option (right to buy)	Â (1)	02/20/2018	Common Stock	41,530	\$ 8.44	D	Â
Employee Stock Option (right to buy)	Â (2)	05/19/2019	Common Stock	33,601	\$ 8.44	D	Â
Employee Stock Option (right to buy)	Â (3)	10/28/2019	Common Stock	38,391	\$ 8.44	D	Â
Employee Stock Option (right to buy)	Â (4)	02/08/2021	Common Stock	13,800	\$ 8.44	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RABORN FRANCIS ONE ALLISON WAY INDIANAPOLIS, IN 46222	Â X	Â	Â	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) 70% of the options vest on February 20, 2008; the remaining shares vested in three equal installments upon the director's attendance of the subsequent meetings of Allison Transmission Holdings Inc.'s Board of Directors and the anniversary of the initial grant.
- (2) 70% of the options vest on February 20, 2008; the remaining shares vested in three equal installments upon the director's attendance of the third, fourth and fifth subsequent meetings of Allison Transmission Holdings Inc.'s Board of Directors.
- (3) 60% of the options vest on February 20, 2008; the remaining shares vested in four equal installments upon the director's attendance of the subsequent meetings of Allison Transmission Holdings Inc.'s Board of Directors.
- (4) The option vests in five equal annual installments beginning on March 1, 2011.

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Remarks:

Exhibit List:

Exhibit 24 ? Confirming 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.