

Allison Transmission Holdings Inc  
 Form 4  
 December 17, 2014

**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)  
 12/15/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec VP, CFO and Treasurer

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/15/2014		M	85,000 A (1)	230,884	D	
Common Stock	12/15/2014		F	39,398 (2) D \$ 33.62	191,486	D	
Common Stock	12/15/2014		M	2,912 A (3)	194,398	D	
Common Stock	12/15/2014		F	1,355 (4) D \$ 33.62	193,043	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. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/15/2014		M	85,000	<u>(1)</u> <u>(1)</u>	Common Stock	85,000
Dividend Equivalent Rights	<u>(3)</u>	12/15/2014		M	2,912	<u>(3)</u> <u>(3)</u>	Common Stock	2,912

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graziosi David S. ONE ALLISON WAY INDIANAPOLIS, IN 46222			Exec VP, CFO and Treasurer	

## Signatures

Eric C. Scroggins,  
attorney-in-fact  
\_\_\_\_\_  
\*\*Signature of Reporting Person

12/17/2014  
\_\_\_\_\_  
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) Settlement of restricted stock units ("RSUs"). On December 21, 2012, the reporting person was granted 150,000 RSUs, vesting in two installments as follows: 65,000 on June 30, 2013 and 85,000 on December 15, 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.

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(4) Represents shares withheld by ALSN to satisfy tax withholding obligations on the vesting of DERs.

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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