Allison Transmission Holdings Inc

Form 4

August 16, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires:

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5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

RABORN FRANCIS			Symbol Allison Transmission Holdings Inc [ALSN]					Issuer (Check all applicable)			
(3. Date of Earliest Transaction (Month/Day/Year) 08/12/2016					_X_ Director 10% Owner Officer (give title below) Other (specify below)			
Filed(Mont				nendment, Date Original onth/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			
INDIANAP	OLIS, IN 46222						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. Deem Execution any (Month/Da	Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)				(D) or Indirect (I)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	05/20/2016			G <u>(1)</u>	3,228	D	\$0	2,642	D		
Common Stock	05/20/2016			G <u>(1)</u>	3,228	A	\$ 0	34,033	I	By Francis Raborn Revocable Trust	
Common Stock	08/12/2016			A	663 (2)	A	\$ 0 (3)	3,305	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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

1. Title	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivati	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Snares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
RABORN FRANCIS							
ONE ALLISON WAY	X						
INDIANAPOLIS, IN 46222							

Signatures

/s/ Eric C. Scroggins,
attorney-in-fact 08/16/2016

**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) Represents transfer of shares to the Francis Raborn Revocable Trust
- These shares respresent a quarterly payment of the reporting person's annual retainer under the Allison Transmission Holdings, Inc. (the (2) "Company") Second Amended and Restated Non-Employee Director Compensation Policy. The annual retainer is paid quarterly in arrears in cash or common stock at the reporting person's discretion.
- (3) The number of shares of common stock received was calculated based on \$28.24, which was the closing price of the Company's common stock on the date of grant.

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.

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