

Allison Transmission Holdings Inc
 Form 4
 January 20, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Dewey Lawrence E.

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)
 ONE ALLISON WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/15/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chairman, President & CEO

INDIANAPOLIS, IN 46222

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

(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 | (A) or (D) | Price |
| Common Stock | 01/15/2015 | | M | | 113,000 | A | \$ 12.66 |
| Common Stock | 01/15/2015 | | S ⁽¹⁾ | | 113,000 | D | \$ 31.4819 |
| Common Stock | 01/16/2015 | | M | | 12,000 | A | \$ 12.66 |
| Common Stock | 01/16/2015 | | M | | 99,100 | A | \$ 16.88 |
| Common Stock | 01/16/2015 | | S ⁽¹⁾ | | 111,100 | D | \$ 31.2211 |

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(3)

| | | | | | | | |
|--------------|------------|------------------|--------|---|------------|---------|---|
| Common Stock | 01/20/2015 | M | 25,900 | A | \$ 16.88 | 349,323 | D |
| Common Stock | 01/20/2015 | S ⁽¹⁾ | 25,900 | D | \$ 31.3773 | 323,423 | D |

(4)

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

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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 12.66 | 01/15/2015 | | M | 113,000 | (5) 09/30/2017 | Common Stock | 113,000 | |
| Employee Stock Option (right to buy) | \$ 12.66 | 01/16/2015 | | M | 12,000 | (5) 09/30/2017 | Common Stock | 12,000 | |
| Employee Stock Option (right to buy) | \$ 16.88 | 01/16/2015 | | M | 99,100 | (5) 09/30/2017 | Common Stock | 99,100 | |
| Employee Stock Option (right to buy) | \$ 16.88 | 01/20/2015 | | M | 25,900 | (5) 09/30/2017 | Common Stock | 25,900 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dewey Lawrence E. ONE ALLISON WAY INDIANAPOLIS, IN 46222 | | | Chairman, President & CEO | |

Signatures

/s/ David S. Graziosi,
attorney-in-fact

01/20/2015

__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 affected pursuant to a Rule 10b5-1 plan.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$31.1250 to \$32.1300. 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 the footnote.

(3) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$30.9300 to \$31.4100. 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 the footnote.

(4) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$31.2200 to \$31.5500. 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 the footnote.

(5) The option vested in five equal installments beginning on August 7, 2008.

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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