

Allison Transmission Holdings Inc  
 Form 4  
 August 16, 2016

**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 \*  
**RABAUT THOMAS W**

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)  
**08/12/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**INDIANAPOLIS, IN 46222**  
 (City) (State) (Zip)

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

**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)
Common Stock	08/12/2016		A	663 <sup>(1)</sup> A	\$ 0 <sub>(2)</sub> 28,864	D	

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.**

SEC 1474 (9-02)

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

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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. Price of Derivative Security (Instr. 5)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(3)	08/12/2016		A		309	(4)	(3)	(3)	Common Stock	309	\$ 0 (5)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RABAUT THOMAS W ONE ALLISON WAY INDIANAPOLIS, IN 46222			X	

**Signatures**

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

08/16/2016  
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) These shares represent a quarterly payment of the reporting person's annual retainer under the Allison Transmission Holdings, Inc. (the "Company") Second Amended and Restated Non-Employee Director Compensation Policy ("Policy"). The annual retainer is paid quarterly in arrears in cash or common stock at the reporting person's discretion.
  - (2) 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.
  - (3) Each deferred stock unit ("DSU") is the economic equivalent of one share of the Company's common stock. The DSUs become payable, in common stock, or at the Company's election, cash, at the earlier of the reporting person's separation from service or a change in control. DSUs earn dividend equivalents when dividends are declared on the Company's common stock.
  - (4) These DSUs represent a quarterly payment of the portion of the reporting person's other fees under the Policy deferred pursuant to the Company's Amended and Restated Non-Employee Director Deferred Compensation Plan. The other fees are payable quarterly in arrears.
  - (5) The number of DSUs 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.