Allison Transmission Holdings Inc Form 4

May 12, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005 Estimated average 0.5

burden hours per response...

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5 Relationship of Reporting Person(s) to

X Form filed by One Reporting Person Form filed by More than One Reporting

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

| RABAUT THOMAS W | | | Symbol | Issuer | | |
|-----------------|----------|----------|--|---|--|--|
| | | | Allison Transmission Holdings Inc [ALSN] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | _X_ Director 10% Owner Officer (give title Other (specify | | |
| ONE ALLISON WAY | | | (Month/Day/Year) 05/08/2014 | below) below) | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |

2 Jasuar Nama and Tiakar or Trading

INDIANAPOLIS, IN 46222

(State)

(Zip)

(City)

| (City) | (State) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
|---------------------|---------------------|--|----------------------------|---------------------|------|----------------|------------------|--------------|--------------|--|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties | | 5. Amount of | 6. Ownership | 7. Nature of | |
| Security | (Month/Day/Year) | Execution Date, if | TransactionAcquired (A) or | | | or | Securities | Form: Direct | Indirect | |
| (Instr. 3) | | any | Code | e Disposed of (D) | | Beneficially | (D) or | Beneficial | | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | Owned | Indirect (I) | Ownership | | |
| | | | | | | Following | (Instr. 4) | (Instr. 4) | | |
| | | | | | (4) | | Reported | | | |
| | | | | (A) or | | Transaction(s) | | | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock (1) | 05/08/2014 | | M | 3,255 (2) | A | \$0 | 14,323 | D | | |
| Common Stock (3) | 05/09/2014 | | A | 3,466 | A | \$ 0 (4) | 17,789 | D | | |

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

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number to for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date Underlying Secu (Month/Day/Year) (Instr. 3 and 4) | | Securities | 8. Pr Deriv Secu (Inst | |
|---|---|---|---|---|---|--------------------|-----------------|--|------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (5) | <u>(6)</u> | 05/09/2014 | A | 2,599 | <u>(6)</u> | <u>(6)</u> | Common Stock | 2,599 | \$ (|

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

05/12/2014

**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) Settlement of restricted stock units ("RSUs") and related dividend equivalents. On August 8, 2013, the reporting person was granted 3,211 RSUs that vested on May 8, 2014.
- (2) Includes 44 dividend equivalents.
- (3) The common stock award represents the reporting person's annual retainer under the Allison Transmission Holdings, Inc. ("Company") Amended and Restated Non-Employee Director Compensation Policy ("Policy").
- (4) The number of shares of common stock received was calculated based on \$28.85, which was the closing price of the Company's common stock on the date of grant.
- (5) The RSUs represent the reporting person's annual equity award under the Company's Policy.
- Each RSU represents a contingent right to receive one share of the Company's common stock. The RSUs vest on the date of the next

 (6) annual meeting of stockholders of the Company. Unvested RSUs earn dividend equivalents when dividend are declared on the Company's common stock.

(7)

Reporting Owners 2

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The number of RSUs received was calculated based on \$28.85, which was the closing price of the Company's common stock on the date of grant.

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