

Allison Transmission Holdings Inc

Form 4

January 15, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
01/13/2014

____ Director ____ 10% Owner
____X____ 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)
____X____ 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	01/13/2014		M		8,000	A	\$ 8.44	161,344	D
Common Stock	01/13/2014		M		10,000	A	\$ 12.66	171,344	D
Common Stock	01/13/2014		M		10,000	A	\$ 16.88	181,344	D
Common Stock	01/13/2014		S ⁽¹⁾		28,000	D	\$ 26.9855 ⁽²⁾	153,344	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.44	01/13/2014		M		8,000		<u>(3)</u>	09/30/2017	Common Stock	8,000
Employee Stock Option (right to buy)	\$ 12.66	01/13/2014		M		10,000		<u>(3)</u>	09/30/2017	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 16.88	01/13/2014		M		10,000		<u>(3)</u>	09/30/2017	Common Stock	10,000

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/ Eric C. Scroggins,
attorney-in-fact

01/15/2014

__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) The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 plan adopted by the reporting person on November 19, 2013.
The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$26.5000
- (2) to \$27.2500. 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 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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