

Dewey Lawrence E.
Form 4
June 04, 2018

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2018

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

ONE ALLISON WAY

(Street)

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

INDIANAPOLIS, IN 46222

(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 Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price (1) (2) (3) (4)		
Common Stock	05/31/2018		M		97,491	A		\$ 363,819	D	
Common Stock	05/31/2018		F		42,491	D		\$ 41.31		D

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

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SEC 1474 (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 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
Dividend Equivalent Rights	<u>(6)</u>	05/31/2018		A		351		<u>(6)</u>	<u>(6)</u>	Common Stock	351
Restricted Stock Units	<u>(1)</u>	05/31/2018		M		25,000		<u>(1)</u>	<u>(1)</u>	Common Stock	25,000
Restricted Stock Units	<u>(3)</u>	05/31/2018		M		40,064		<u>(3)</u>	<u>(3)</u>	Common Stock	40,064
Restricted Stock Units	<u>(4)</u>	05/31/2018		M		29,339		<u>(4)</u>	<u>(4)</u>	Common Stock	29,339
Dividend Equivalent Rights	<u>(2)</u>	05/31/2018		M		3,088		<u>(2)</u>	<u>(2)</u>	Common Stock	3,088
Deferred Stock Units <u>(7)</u>	<u>(8)</u>	06/01/2018		A		2,866		<u>(8)</u>	<u>(8)</u>	Common Stock	2,866

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dewey Lawrence E. ONE ALLISON WAY INDIANAPOLIS, IN 46222		X		

Signatures

/s/ Eric C. Scroggins,
attorney-in-fact

06/04/2018

 **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") granted on December 21, 2016. Each RSU represents the right to receive one share of Allison Transmission Holdings, Inc. (the "Company") common stock.

Settlement of dividend equivalent rights ("DERs"). The DERs accrued when and as dividends were paid on the Company's common stock and vest proportionately with the RSU to which they relate. Each DER is the economic equivalent of one share of Company common stock.
- (2) Settlement of RSUs granted on February 17, 2016. Each RSU represents the right to receive one share of Allison Transmission Holdings, Inc. common stock. Pursuant to the reporting person's employment agreement, the reporting person received full acceleration of his unvested RSU awards upon his retirement as Chief Executive Officer of the Company on May 31, 2018.
- (3) Settlement of RSUs granted on February 22, 2017. Each RSU represents the right to receive one share of Allison Transmission Holdings, Inc. common stock. Pursuant to the reporting person's employment agreement, the reporting person received full acceleration of his unvested RSU awards upon his retirement as Chief Executive Officer of the Company on May 31, 2018.
- (4) Represents shares withheld to satisfy tax withholding obligations upon the vesting of RSUs and DERs.
- (5) The DERs accrued on previously awarded RSUs and vest proportionately with the RSUs to which they relate. Each DER is the economic equivalent of one share of Company common stock.

These deferred stock units ("DSUs") represent the portion of the reporting person's annual equity award under the Third Amended and Restated Non-Employee Director Compensation Policy ("Policy") deferred pursuant to the Company's Amended and Restated Non-Employee Director Deferred Compensation Plan. The reporting person became eligible for compensation under the Policy following his retirement as Chief Executive Officer of the Company.
- (6) The DSUs vest on the date of the next annual meeting of the stockholders of the Company. Each 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.
- (7) The number of DSUs received was calculated based on \$41.86, which was the closing price of the Company's common stock on the date of grant.
- (8) The number of DSUs received was calculated based on \$41.86, which was the closing price of the Company's common stock on the date of grant.
- (9)

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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