

Allison Transmission Holdings Inc
 Form 3
 January 05, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Dick Michael | | (Month/Day/Year) | Allison Transmission Holdings Inc [ALSN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/01/2016 | | |
| ONE ALLISON WAY | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| INDIANAPOLIS,Â INÂ 46222 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | SVP, Ops and Purchasing | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 41,722 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|-----------------|--------|----------|-------------------|---|
| Employee Stock Option (Right to Buy) | Â (1) | 10/01/2017 | Common Stock | 24,936 | \$ 16.88 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 03/25/2023 | Common Stock | 15,600 | \$ 23.58 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 02/18/2024 | Common Stock | 13,130 | \$ 30.23 | D | Â |
| Restricted Stock Units | Â (4) | 02/18/2024 | Common Stock | 3,535 | \$ (5) | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 02/19/2025 | Common Stock | 11,960 | \$ 32.13 | D | Â |
| Restricted Stock Units | Â (7) | 02/19/2025 | Common Stock | 3,220 | \$ (5) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dick Michael ONE ALLISON WAY INDIANAPOLIS, IN 46222 | Â | Â | Â SVP, Ops and Purchasing | Â |

Signatures

/s/ Eric C. Scroggins, Attorney-in-Fact (power of attorney filed herewith) 01/05/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 option vested in five equal installments beginning on August 7, 2008.
- (2) The option vested on December 15, 2015.
- (3) The option vests on December 1, 2016.
- (4) The restricted stock units ("RSUs") vest on December 1, 2016.
- (5) Each RSU represents a contingent right to receive one share of Allison Transmission Holdings, Inc. common stock.
- (6) The option vests on February 19, 2018.
- (7) The RSUs vest on February 19, 2018.

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Remarks:

Exhibit 24 - Power of Attorney

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.