

Allison Transmission Holdings Inc  
 Form 4  
 May 12, 2014

**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 \*  
**RABORN FRANCIS**

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)  
**05/08/2014**

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)
			Code	V Amount or Price (A) or (D)			
Common Stock <sup>(1)</sup>	05/08/2014		M	3,271 <sub>(2)</sub> A \$ 0	3,271	D	
Common Stock <sup>(3)</sup>	05/09/2014		A	3,466 A \$ 0 <sub>(4)</sub>	6,737	D	
Common Stock					24,068	I	By Francis Raborn Revocable Trust

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

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)	8. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(5)</sup>	<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
RABORN FRANCIS 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 May 9, 2013, the reporting person was granted 3,211 RSUs that vested on May 8, 2014.
- (2) Includes 60 dividend equivalents.
- (3) The common stock award represents the reporting person's annual retainer under the Allison Transmission Holdings, Inc. (the "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.

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- 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 the stockholders of the Company. Unvested RSUs earn dividend equivalents when dividends are declared on the Company's common stock.
  - (7) 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.

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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