

Allison Transmission Holdings Inc
Form 4
February 14, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STAR JAMES A

(Last) (First) (Middle)

C/O ALLISON TRANSMISSION
HOLDINGS INC, ONE ALLISON
WAY

(Street)

INDIANAPOLIS, IN 46222

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Allison Transmission Holdings Inc
[ALSN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/10/2017		A	497 ⁽¹⁾ A	\$ 0 ₍₂₎ 36,318	D	
Common Stock					1,187,000	I	By Areljay II LLC ⁽³⁾
Common Stock					3,936,354	I	By The Crown Fund ⁽³⁾
Common Stock					1,762,400	I	By The Crown

Common Stock	19,900	I	Fund II ⁽³⁾ By HCNI II, LLC ⁽³⁾
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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STAR JAMES A
C/O ALLISON TRANSMISSION HOLDINGS INC
ONE ALLISON WAY
INDIANAPOLIS, IN 46222

X

Signatures

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

02/14/2017

__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).

These shares represent a quarterly payment of the reporting person's annual retainer under the Allison Transmission Holdings, Inc. (the

(1) "Company") Second Amended and Restated Non-Employee Director Compensation Policy. The annual retainer is paid quarterly in arrears in cash or common stock at the reporting person's discretion.

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- (2) The number of shares of common stock received was calculated based on \$37.68, which was the closing price of the Company's Common Stock on the date of grant.

- These shares are held by the identified entities in which trusts established for the benefit of the reporting person's wife and children indirectly own interests. The reporting person is President and Chief Executive Officer of Longview Asset Management, LLC, which, by virtue of managing investments of such entities, may be deemed to beneficially own the shares held by such entities. The reporting person
- (3) disclaims beneficial ownership of the shares held by these entities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or any other purpose.

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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