

RABORN FRANCIS
Form 4
July 28, 2017

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 *
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)
07/26/2017

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 (A) or (D) Price			
Common Stock	07/26/2017		M	127,322 A \$ 8.44	127,322 ⁽¹⁾	D	
Common Stock					42,625 ⁽¹⁾	I	By Francis Raborn Revocable Trust

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
Employee Stock Option (right to buy)	\$ 8.44	07/26/2017		M	41,530	<u>(2)</u> 02/20/2018	Common Stock 41,530
Employee Stock Option (right to buy)	\$ 8.44	07/26/2017		M	33,601	<u>(2)</u> 05/19/2019	Common Stock 33,601
Employee Stock Option (right to buy)	\$ 8.44	07/26/2017		M	38,391	<u>(2)</u> 10/28/2019	Common Stock 38,391
Employee Stock Option (right to buy)	\$ 8.44	07/26/2017		M	13,800	<u>(2)</u> 02/08/2021	Common Stock 13,800

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

07/28/2017

__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).
- (1) On June 7, 2017, the reporting person transferred 4,187 shares of Common Stock to the Francis Raborn Revocable Trust.
 - (2) These options are fully vested.

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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