

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>TCG HOLDINGS LLC</u> (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE. NW, SUITE 220S</u> (Street) <u>WASHINGTON DC 20004</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Allison Transmission Holdings Inc [ALSN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/20/2012		S		15,007,500	D	\$21.74	75,348,750	I	See Footnote ⁽¹⁾

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
TCG HOLDINGS LLC
 (Last) (First) (Middle)
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S
 (Street)
WASHINGTON DC 20004
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TC Group, LLC
 (Last) (First) (Middle)
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S
 (Street)
WASHINGTON DC 20004
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TC Group IV Managing GP, L.L.C.
 (Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Carlyle Partners IV AT Holdings, L.P.

(Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)
WASHINGTON DC 20004

(City) (State) (Zip)

Explanation of Responses:

1. By Carlyle Partners IV AT Holdings, L.P. TC Group IV Managing GP, L.L.C. is the general partner of Carlyle Partners IV AT Holdings, L.P. TC Group, L.L.C. is the managing member of TC Group IV Managing GP, L.L.C. TCG Holdings, L.L.C. is the managing member of TC Group, L.L.C. Accordingly, each of TC Group IV Managing GP, L.L.C., TC Group, L.L.C. and TCG Holdings, L.L.C. may be deemed to be beneficial owners of shares of common stock owned of record by Carlyle Partners IV AT Holdings, L.P. TCG Holdings, L.L.C. is managed by a three-person managing board, and all board action relating to the voting or disposition of these shares requires approval of a majority of the board. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein, as the managing members of TCG Holdings, L.L.C., may be deemed to share beneficial ownership of shares of common stock beneficially owned by TCG Holdings, L.L.C. Such individuals expressly disclaim any such beneficial ownership.

Remarks:

Exhibit List: Exhibit 99 - Joint Filer Information

/s/ Jeremy W. Anderson,
attorney-in-fact

03/22/2012

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Joint Filer Information

Date of Event
Requiring Statement: March 20, 2012

Issuer Name and Ticker
or Trading Symbol: Allison Transmission Holdings, Inc. [ALSN]

Designated Filer: TCG Holdings, L.L.C.

Other Joint Filers: TC Group, L.L.C.
TC Group IV Managing GP, L.L.C.
Carlyle Partners IV AT Holdings, L.P.

Addresses: The address of each of the reporting persons is c/o The Carlyle Group, 1001 Pennsylvania Ave., N.W., Suite 220 South, Washington, DC 20004-2505.

Signatures:

Dated: March 22, 2012

TCG HOLDINGS, L.L.C.

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: David M. Rubenstein
Title: Managing Director

TC GROUP, L.L.C.

By: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: David M. Rubenstein
Title: Managing Director

TC GROUP IV MANAGING GP, L.L.C.

By: TC Group, L.L.C., its Managing Member
By: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: David M. Rubenstein
Title: Managing Director

CARLYLE PARTNERS IV AT HOLDINGS, L.P.

By: TC Group IV Managing GP, L.L.C., its General Partner
By: TC Group, L.L.C., its Managing Member
By: TCG Holdings, L.L.C., its Managing Member

by: /s/ Jeremy W. Anderson, attorney-in-fact
Name: David M. Rubenstein
Title: Managing Director