

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Graziosi David S.</u> (Last) (First) (Middle) ONE ALLISON WAY (Street) INDIANAPOLIS IN 46222 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2021	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/10/2021		M		97,340	A	(1)	306,255	D	
Common Stock	02/10/2021		M		26,768	A	(1)	333,023	D	
Common Stock	02/10/2021		F		51,279 ⁽²⁾	D	\$43.13	281,744	D	

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 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	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Stock Units	(3)	02/10/2021		A		292,022 ⁽⁴⁾		(5)	(5)	Common Stock	292,022	\$0	292,022	D	
Performance Stock Units	(3)	02/10/2021		A		80,305 ⁽⁶⁾		(7)	(7)	Common Stock	80,305	\$0	80,305	D	
Performance Stock Units	(1)	02/10/2021		M			97,340	(1)	(1)	Common Stock	97,340	\$0	194,682	D	
Performance Stock Units	(1)	02/10/2021		M			26,768	(1)	(1)	Common Stock	26,768	\$0	53,537	D	
Employee Stock Option (right to buy)	\$43.13	02/10/2021		A		114,478		(8)	02/10/2031	Common Stock	114,478	\$0	114,478	D	
Restricted Stock Units	(9)	02/10/2021		A		38,159		(10)	(10)	Common Stock	38,159	\$0	38,159	D	

Explanation of Responses:

- Settlement of performance-based restricted stock units ("PSUs") granted June 29, 2018. Each PSU represents a contingent right to receive one share of Allison Transmission Holdings, Inc. ("ALSN") common stock.
- Represents shares withheld by ALSN to satisfy tax withholding obligations on the vesting of DSUs.
- Each PSUs represents a contingent right to receive one share of ALSN. common stock.
- On June 29, 2018, the reporting person was granted PSUs with a number of PSUs earned to be determined based on the extent to which certain performance conditions were met for a performance period of 2018 - 2020. As determined on February 10, 2021, based on ALSN's actual performance for 2018 - 2020, the reporting person earned 292,022 PSUs.
- Earned PSUs vest in three annual installments on 97,340 shares on February 10, 2021, 97,340 shares on January 1, 2022 and 97,342 shares on January 1, 2023.
- On June 29, 2018, the reporting person was granted PSUs with a number of PSUs earned to be determined based on the extent to which certain performance conditions were met for a performance period of 2018 - 2020. As determined on February 10, 2021, based on ALSN's actual performance for 2018 - 2020, the reporting person earned 80,305 PSUs.
- Earned PSUs vest in three annual installments of 26,768 shares on February 10, 2021, 26,768 shares on January 1, 2022 and 26,769 shares on January 1, 2023.
- The option vests in three equal annual installments beginning on February 10, 2022.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of ALSN common stock.
- The RSUs vest in three equal annual installments beginning on February 10, 2022.

Remarks:

/s/Jacalyn C. Bolles, attorney-in-fact 02/12/2021

** 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.

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