

**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
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1. Name and Address of Reporting Person* <b>STAR JAMES A</b>  (Last) (First) (Middle) <b>C/O ALLISON TRANSMISSION HOLDINGS INC</b> <b>ONE ALLISON WAY</b>  (Street) <b>INDIANAPOLIS IN 46222</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Allison Transmission Holdings Inc [ ALSN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/03/2018</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2018		S		38,000 <sup>(1)</sup>	D	\$43.9623	898,800	I	By Areljay II LLC <sup>(2)</sup>
Common Stock	01/03/2018		S		131,660 <sup>(1)</sup>	D	\$43.9623	3,034,873	I	By The Crown Fund <sup>(2)</sup>
Common Stock	01/03/2018		S		64,000 <sup>(1)</sup>	D	\$43.9623	1,470,661	I	By The Crown Fund II <sup>(2)</sup>
Common Stock	01/04/2018		S		40,000 <sup>(1)</sup>	D	\$44.7416	858,800	I	By Areljay II LLC <sup>(2)</sup>
Common Stock	01/04/2018		S		140,720 <sup>(1)</sup>	D	\$44.7416	2,894,153	I	By The Crown Fund <sup>(2)</sup>
Common Stock	01/04/2018		S		68,500 <sup>(1)</sup>	D	\$44.7416	1,402,161	I	By The Crown Fund II <sup>(2)</sup>
Common Stock	01/05/2018		S		26,000 <sup>(1)</sup>	D	\$44.4591	832,800	I	By Areljay II LLC <sup>(2)</sup>
Common Stock	01/05/2018		S		88,955 <sup>(1)</sup>	D	\$44.4591	2,805,198	I	By The Crown Fund <sup>(2)</sup>
Common Stock	01/05/2018		S		43,000 <sup>(1)</sup>	D	\$44.4591	1,359,161	I	By The Crown Fund II <sup>(2)</sup>
Common Stock								19,900	I	By HCNI II, LLC <sup>(2)</sup>
Common Stock								41,450	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)
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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 (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V (Instr. 8)	(A) Number of Derivative Securities Acquired (Instr. 3, 4 and 5)	(D) Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
<p>1. These shares were sold in compliance with a Rule 10b5-1 sales plan entered into on November 20, 2017.</p> <p>2. These shares were sold by the identified entities in which trusts established for the benefit of the reporting person's wife and child (A) or the reporting person's wife and child (D) to beneficially own the shares reported on this form. The reporting person 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 for any other purpose.</p>											
							/s/Angie Newhouse, Attorney in Fact		01/05/2018		
						** Signature of Reporting Person	Amount or Number of Shares		Date		

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

\* If the form is filed by more than one reporting person, see Instruction 4 (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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