

**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	
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1. Name and Address of Reporting Person* <u>Denison David</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2017</u>			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		
<u>ONE ALLISON WAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>INDIANAPOLIS IN 46222</u>								
(City) (State) (Zip)								

**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 <sup>(1)</sup>	05/11/2017		M		27,722 <sup>(2)</sup>	A	\$0	27,722	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
Deferred Stock Units <sup>(3)</sup>	(4)	05/11/2017		A		588		(4)	(4)	Common Stock	588	\$0 <sup>(5)</sup>	26,498	D	
Deferred Stock Units	(4)	05/11/2017		M			26,498	(4)	(4)	Common Stock	26,498	\$0	0	D	
Dividend Equivalent Units	(6)	05/11/2017		M			1,224	(7)	(7)	Common Stock	1,224	\$0	0	D	

**Explanation of Responses:**

- Represents the deferred stock units ("DSUs") payable upon the reporting person's separation from service. The reporting person did not stand for reelection at Allison Transmission Holdings, Inc.'s (the "Company") 2017 annual meeting of stockholders.
- Includes 26,498 DSUs and 1,224 related dividend equivalents.
- These DSUs represent a quarterly payment of the portion of the reporting person's annual retainer and other fees under the Company's Second Amended and Restated Non-Employee Director Compensation Policy deferred pursuant to the Company's Amended and Restated Non-Employee Director Deferred Compensation Plan. The annual retainer and other fees are payable quarterly in arrears.
- Each DSU is the economic equivalent of one share of the Company's common stock. The DSUs become payable, in common stock, or at the Company's election, cash, at the earlier of the reporting person's separation from service or a change in control.
- The number of DSUs received was calculated based on \$38.23, which was the closing price of the Company's common stock on the date of grant.
- Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.
- The dividend equivalent rights accrued on previously awarded DSUs and were payable on May 11, 2017, the date the reporting person's separation from service.

**Remarks:**

/s/ Eric C. Scroggins, attorney-in-fact 05/15/2017

\*\* 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.