

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>LAVIN RICHARD P</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>05/10/2018</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 ⁽¹⁾ | 05/10/2018 | | A | | 223 | A | \$0 ⁽²⁾ | 6,593 | D | |
| Common Stock ⁽³⁾ | 05/10/2018 | | M | | 3,233 ⁽⁴⁾ | A | \$0 | 9,826 | 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 |
| Restricted Stock Units | (5) | 05/10/2018 | | M | | | 3,185 | (6) | (6) | Common Stock | 3,185 | \$0 | 0 | D | |
| Dividend Equivalent Rights | (7) | 05/10/2018 | | M | | | 48 | (8) | (8) | Common Stock | 48 | \$0 | 0 | D | |
| Deferred Stock Units ⁽⁹⁾ | (5) | 05/10/2018 | | A | | | 2,859 | (10) | (10) | Common Stock | 2,859 | \$0 ⁽¹¹⁾ | 2,859 | D | |

Explanation of Responses:

- These shares represent a quarterly payment of the portion of the reporting person's annual retainer paid in common stock under the Allison Transmission Holdings, Inc. (the "Company") Second Amended and Restated Non-Employee Director Compensation Policy ("Policy"). The annual retainer is paid quarterly in arrears in cash or common stock at the reporting person's discretion.
- The number of shares of common stock received was calculated based on \$41.96, which was the closing price of the Company's common stock on the date of grant.
- Settlement of restricted stock units ("RSUs") and related dividend equivalents.
- Includes 48 dividend equivalents.
- Each RSU represents a contingent right to receive one share of the Company's common stock
- On May 12, 2017, the reporting person was granted 3,185 RSUs that vested on May 10, 2018.
- Each dividend equivalent rights is the economic equivalent of one share of the Company's common stock.
- The dividend equivalent rights accrued on previously awarded RSUs and vested on May 10, 2018.
- The deferred stock units ("DSUs") represent the portion of the reporting person's annual equity award under the Policy deferred pursuant to the Company's Amended and Restated Non-Employee Director Deferred Compensation Plan.
- The DSUs vest on the date of the next annual meeting of the stockholders of the Company.
- The number of DSUs received was calculated based on \$41.96, which was the closing price of the Company's common stock on the date of the grant.

Remarks:

/s/ Eric C. Scroggins, Attorney-in-Fact (power of attorney filed 05/14/2018 herewith)

** 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.