

Allison Transmission Holdings Inc
 Form 4
 February 11, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Dean Sharon L.

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE ALLISON WAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/07/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Quality and Reliability

INDIANAPOLIS, IN 46222

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/07/2014 | | M | | 2,067 | A | \$ 12.66 13,262 |
| Common Stock | 02/07/2014 | | M | | 26,600 | A | \$ 16.88 39,862 |
| Common Stock | 02/07/2014 | | S ⁽¹⁾ | | 28,667 | D | \$ 29.123 11,195 |
| | | | | | | | (2) |

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

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SEC 1474 (9-02)

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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 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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 12.66 | 02/07/2014 | | M | 2,067 | ⁽³⁾ 09/30/2017 | Common Stock | 2,067 |
| Employee Stock Option (right to buy) | \$ 16.88 | 02/07/2014 | | M | 26,600 | ⁽³⁾ 09/30/2017 | Common Stock | 26,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dean Sharon L. ONE ALLISON WAY INDIANAPOLIS, IN 46222 | | | VP, Quality and Reliability | |

Signatures

/s/ Eric C. Scroggins,
attorney-in-fact
Date: 02/11/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 13, 2013.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$28.8600 to \$29.3400. The reporting person undertakes to provide the Company, any security holder of the Company or the staff of the SEC, upon

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request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The option vested in five equal annual installments beginning on August 7, 2008.

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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