

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

OMB APPROVAL

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Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person* <u>Onex Partners GP Inc.</u>  (Last) (First) (Middle) <u>C/O ONEX CORPORATION</u> <u>161 BAY STREET</u>  (Street) <u>TORONTO</u> <u>A6</u> <u>M5J 2S1</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Allison Transmission Holdings Inc [ ALSN ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2012</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	03/20/2012		s		15,007,500	D	\$21.74	75,348,749	I	See Footnotes <sup>(1)(2)</sup> (3)(4)(5)

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Onex Partners GP Inc.</u>  (Last) (First) (Middle) <u>C/O ONEX CORPORATION</u> <u>161 BAY STREET</u>  (Street) <u>TORONTO</u> <u>A6</u> <u>M5J 2S1</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Onex US Principals LP</u>  (Last) (First) (Middle) <u>C/O ONEX CORPORATION</u> <u>161 BAY STREET</u>  (Street) <u>TORONTO</u> <u>A6</u> <u>M5J 2S1</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Onex Partners II GP LP</u>  (Last) (First) (Middle)

C/O ONEX CORPORATION		
161 BAY STREET		
<hr/>		
(Street)		
TORONTO	A6	M5J 2S1
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Onex Allison Co-Invest LP](#)

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(Last)

(First)

(Middle)

C/O ONEX CORPORATION

161 BAY STREET

---

(Street)

TORONTO

A6

M5J 2S1

---

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[ONEX PARTNERS II L P](#)

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(Last)

(First)

(Middle)

C/O ONEX CORPORATION

161 BAY STREET

---

(Street)

TORONTO

A6

M5J 2S1

---

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[1597257 Ontario Inc.](#)

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(Last)

(First)

(Middle)

C/O ONEX CORPORATION

161 BAY STREET

---

(Street)

TORONTO

A6

M5J 2S1

---

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Onex Advisor III LLC](#)

---

(Last)

(First)

(Middle)

C/O ONEX CORPORATION

161 BAY STREET

---

(Street)

TORONTO

A6

M5J 2S1

---

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Onex Advisor Subco LLC](#)

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(Last)

(First)

(Middle)

C/O ONEX CORPORATION

161 BAY STREET

---

(Street)

TORONTO

A6

M5J 2S1

---

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Includes: (i) 34,064,491 shares of common stock held by Onex Partners II LP; (ii) 22,901,322 shares of common stock held by Onex Allison Holding Limited S.a R.L.; (iii) 16,057,930 shares of common stock held by Onex Allison Co-Invest LP; (iv) 641,740 shares of common stock held by Onex US Principals LP; and (v) 320,170 shares of common stock held by Onex Partners II GP LP.

2. Onex Corporation may be deemed to beneficially own the common stock held by (a) Onex Partners II LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, the general partner of Onex Partners II LP; (b) Onex Allison Holding Limited S.a R.L., through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of each of Allison Executive Investco LLC, which owns all of the equity of Allison Executive Investco II LLC, and Onex American Holdings Subco LLC, which owns all of the equity interests of OAH Wind LLC, which OAH Wind LLC and Allison Executive Investco II LLC own all of the equity interests of Onex Allison Holding Limited S.a R.L.; (continued)

3. (c) Onex Allison Co-Invest LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, the general partner of Onex Allison Co-Invest LP; (d) Onex US Principals LP, through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of Onex American Holdings GP LLC, the general partner of Onex US Principals LP; and (e) Onex Partners II GP LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP.

4. Also includes 1,361,911 shares of common stock and 1,185 shares of non-voting common stock held by 1597257 Ontario Inc., an independent entity that is controlled by Mr. Gerald W. Schwartz. Mr. Schwartz, the Chairman, President and Chief Executive Officer of Onex Corporation, owns shares representing a majority of the voting rights of the shares of Onex Corporation and as such may be deemed to own beneficially all of the common stock and non-voting common stock owned beneficially by Onex Corporation. Mr. Schwartz disclaims such beneficial ownership, except to the extent of his pecuniary interest therein. Mr. Schwartz has indirect voting and investment control of Onex Corporation.

5. Due to the limitations of the electronic filing system, Onex Corporation, Gerald W. Schwartz, Onex American Holdings II LLC, Onex American Holdings GP LLC, Allison Executive Investco LLC, Allison Executive Investco II LLC, Onex American Holdings Subco LLC, OAH Wind LLC and Onex Allison Holding Limited S.a R.L. are filing a separate Form 4.

Remarks:

Exhibit List: Exhibit 99 - Joint Filer Information

/s/ Andrea E. Daly, Authorized  
Person 03/22/2012

\*\* 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.**

**Joint Filer Information**

Date of Event  
Requiring Statement: March 20, 2012

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

Designated Filer: Onex Corporation

Other Joint Filers: Gerald W. Schwartz  
Onex American Holdings II LLC  
Onex American Holdings GP LLC  
Allison Executive Investco LLC  
Allison Executive Investco II LLC  
Onex American Holdings Subco LLC  
OAH Wind LLC  
Onex Allison Holding Limited S.á.R.L.  
Onex US Principals LP  
Onex Partners GP Inc.  
Onex Partners II GP LP  
Onex Allison Co-Invest LP  
Onex Partners II LP  
1597257 Ontario Inc.  
Onex Advisor III LLC  
Onex Advisor Subco LLC

Addresses: The address of each of the reporting persons is c/o Onex Corporation, 161 Bay Street,  
Toronto, ON M5J 2S1.

Signatures:

Dated: March 22, 2012

**ONEX CORPORATION**

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

**GERALD W. SCHWARTZ**

By: /s/ Gerald W. Schwartz  
Name: Gerald W. Schwartz

**ONEX AMERICAN HOLDINGS II LLC**

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

**ONEX AMERICAN HOLDINGS GP LLC**

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

**ALLISON EXECUTIVE INVESTCO LLC**

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

**ALLISON EXECUTIVE INVESTCO II LLC**

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

**ONEX AMERICAN HOLDINGS SUBCO LLC**

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

OAH WIND LLC

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

ONEX ALLISON HOLDING LIMITED S.Á.R.L.

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

ONEX US PRINCIPALS LP

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

ONEX PARTNERS GP INC.

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

ONEX PARTNERS II GP LP

By Onex Partners GP Inc., General Partner

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

ONEX ALLISON CO-INVEST LP

By Onex Partners II GP LP, General Partner  
By Onex Partners Manager LP, its Agent  
By Onex Partners Manager GP ULC, its General Partner

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

ONEX PARTNERS II LP

By Onex Partners II GP LP, General Partner  
By Onex Partners Manager LP, its Agent  
By Onex Partners Manager GP ULC, its General Partner

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

1597257 ONTARIO INC.

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

ONEX ADVISOR III LLC

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person

ONEX ADVISOR SUBCO LLC

By: /s/ Andrea E. Daly  
Name: Andrea E. Daly  
Title: Authorized Person