

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>Dewey Lawrence E.</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>05/31/2018</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	05/31/2018		M		97,491	A	(1)(2)(3)(4)	363,819	D	
Common Stock	05/31/2018		F		42,491 ⁽⁵⁾	D	\$41.31	321,328	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	Amount or Number of Shares				
Dividend Equivalent Rights	(6)	05/31/2018		A		351		(6)	(6)	Common Stock	351	\$0	3,088	D	
Restricted Stock Units	(1)	05/31/2018		M		25,000		(1)	(1)	Common Stock	25,000	\$0	0	D	
Restricted Stock Units	(3)	05/31/2018		M		40,064		(3)	(3)	Common Stock	40,064	\$0	0	D	
Restricted Stock Units	(4)	05/31/2018		M		29,339		(4)	(4)	Common Stock	29,339	\$0	0	D	
Dividend Equivalent Rights	(2)	05/31/2018		M		3,088		(2)	(2)	Common Stock	3,088	\$0	0	D	
Deferred Stock Units ⁽⁷⁾	(8)	06/01/2018		A		2,866		(8)	(8)	Common Stock	2,866	\$0 ⁽⁹⁾	2,866	D	

Explanation of Responses:

- Settlement of restricted stock units ("RSUs") granted on December 21, 2016. Each RSU represents the right to receive one share of Allison Transmission Holdings, Inc. (the "Company") common stock.
- Settlement of dividend equivalent rights ("DERs"). The DERs accrued when and as dividends were paid on the Company's common stock and vest proportionately with the RSU to which they relate. Each DER is the economic equivalent of one share of Company common stock.
- Settlement of RSUs granted on February 17, 2016. Each RSU represents the right to receive one share of Allison Transmission Holdings, Inc. common stock. Pursuant to the reporting person's employment agreement, the reporting person received full acceleration of his unvested RSU awards upon his retirement as Chief Executive Officer of the Company on May 31, 2018.
- Settlement of RSUs granted on February 22, 2017. Each RSU represents the right to receive one share of Allison Transmission Holdings, Inc. common stock. Pursuant to the reporting person's employment agreement, the reporting person received full acceleration of his unvested RSU awards upon his retirement as Chief Executive Officer of the Company on May 31, 2018.
- Represents shares withheld to satisfy tax withholding obligations upon the vesting of RSUs and DERs.
- The DERs accrued on previously awarded RSUs and vest proportionately with the RSUs to which they relate. Each DER is the economic equivalent of one share of Company common stock.
- These deferred stock units ("DSUs") represent the portion of the reporting person's annual equity award under the Third Amended and Restated Non-Employee Director Compensation Policy ("Policy") deferred pursuant to the Company's Amended and Restated Non-Employee Director Deferred Compensation Plan. The reporting person became eligible for compensation under the Policy following his retirement as Chief Executive Officer of the Company.
- The DSUs vest on the date of the next annual meeting of the stockholders of the Company. 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. DSUs earn dividend equivalents when dividends are declared on the Company's common stock.
- The number of DSUs received was calculated based on \$41.86, which was the closing price of the Company's common stock on the date of grant.

Remarks:

/s/ Eric C. Scroggins, attorney-in-fact 06/04/2018

** 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.