

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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>Dick Michael</u>  (Last) (First) (Middle) <u>ONE ALLISON WAY</u>  (Street) <u>INDIANAPOLIS IN 46222</u>  (City) (State) (Zip)	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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Ops and Purchasing</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/22/2020		M		4,694	A	(1)	52,201	D	
Common Stock	02/22/2020		M		201	A	(2)	52,402	D	
Common Stock	02/22/2020		F		1,484 <sup>(3)</sup>	D	\$44.55	50,918	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				
Performance Stock Units	(4)	02/21/2020		A		3,849 <sup>(5)</sup>		(6)	(6)	Common Stock	3,849	\$0	3,849	D	
Restricted Stock Units	(1)	02/22/2020		M			4,694	(1)	(1)	Common Stock	4,694	\$0	0	D	
Dividend Equivalent Rights	(2)	02/22/2020		M		201		(2)	(2)	Common Stock	201	\$0	154	D	
Employee Stock Option (right to buy)	\$43.22	02/25/2020		A		15,319		(7)	02/25/2030	Common Stock	15,319	\$0	15,319	D	
Restricted Stock Units	(8)	02/25/2020		A		5,106		(9)	(9)	Common Stock	5,106	\$0	5,106	D	

**Explanation of Responses:**

- Settlement of restricted stock units ("RSUs") granted on February 22, 2017. Each RSU represents a contingent right to receive one share of Allison Transmission Holdings, Inc. ("ALSN") common stock.
- Settlement of dividend equivalent rights ("DERs"). The DERs accrued when and as dividends were paid on ALSN common stock and vest proportionately with the RSU to which they relate. Each DER is the economic equivalent of one share of ALSN common stock.
- Represents shares withheld by ALSN to satisfy tax withholding obligations on the vesting of RSUs and DERs.
- Each performance-based restricted stock unit ("PSUs") represents a contingent right to receive one share of ALSN common stock.
- On February 22, 2017, the reporting person was granted PSUs with a number of PSUs earned to be determined based on the extent to which certain performance conditions were met for a performance period of 2017 - 2019. As determined on February 21, 2020, based on ALSN's actual performance for 2017 - 2019, the reporting person earned 3,849 PSUs.
- Earned PSUs will vest on February 28, 2020.
- The option vests on February 25, 2023.
- Each RSUs represents a contingent right to receive one share of Allison Transmission Holdings, Inc. common stock.
- The RSUs vest on February 25, 2023.

**Remarks:**

/s/ Jacalyn C. Bolles, attorney-in-fact 02/25/2020

\*\* 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.

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