

**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
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1. Name and Address of Reporting Person * <u>Price Robert M.</u> <hr/> (Last) (First) (Middle) ONE ALLISON WAY <hr/> (Street) INDIANAPOLIS IN 46222 <hr/> (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 X Officer (give title below) Other (specify below) <u>VP, Human Resource</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2012	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	12/11/2012		M		11,356	A	\$8.44	37,796	D	
Common Stock	12/11/2012		M		12,000	A	\$12.66	49,796	D	
Common Stock	12/11/2012		M		10,000	A	\$16.88	59,796	D	
Common Stock	12/11/2012		s <sup>(1)</sup>		33,356	D	\$19.2364 <sup>(2)</sup>	26,440	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
Employee Stock Option (right to buy)	\$16.88	12/11/2012		M			10,000	(3)	09/30/2017	Common Stock	10,000	\$0	212,790	D	
Employee Stock Option (right to buy)	\$8.44	12/11/2012		M			11,356	(3)	09/30/2017	Common Stock	11,356	\$0	90,848	D	
Employee Stock Option (right to buy)	\$12.66	12/11/2012		M			12,000	(3)	09/30/2017	Common Stock	12,000	\$0	163,330	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 30, 2012.
- The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from 19.1000 to 19.4700. The reporting person undertakes to provide the Company, any security holder of the Company or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The option vested in five equal installments beginning on August 7, 2008.

/s/ Eric C. Scroggins 12/12/2012  
 \*\* 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.