

Graziosi David S.
Form 4
June 04, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Graziosi David S.

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)
05/31/2018

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/31/2018		M		20,471	A	(1) (2) 210,945	D
Common Stock	05/31/2018		F(3)		9,024	D	\$ 41.31 201,921	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Dividend Equivalent Rights	<u>(4)</u>	05/31/2018		A	173	<u>(4)</u> <u>(4)</u>	Common Stock 173
Restricted Stock Units	<u>(1)</u>	05/31/2018		M	20,000	<u>(1)</u> <u>(1)</u>	Common Stock 20,000
Dividend Equivalent Rights	<u>(2)</u>	05/31/2018		M	471	<u>(2)</u> <u>(2)</u>	Common Stock 471

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Graziosi David S. ONE ALLISON WAY INDIANAPOLIS, IN 46222	President and CEO

Signatures

/s/ Eric C. Scroggins,
attorney-in-fact

06/04/2018

__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) 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.
- (2) 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.
- (3) Represents shares withheld to satisfy tax withholding obligations upon vesting of RSUs and DERs.
- (4) 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.

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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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