

Price Robert M.
Form 4
November 13, 2012

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 *
Price Robert M.

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)
11/12/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, Human Resources

INDIANAPOLIS, IN 46222

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/12/2012		M	11,356 A	\$ 8.44 37,796	D	
Common Stock	11/12/2012		M	12,000 A	\$ 12.66 49,796	D	
Common Stock	11/12/2012		M	10,000 A	\$ 16.88 59,796	D	
Common Stock	11/12/2012		S ⁽¹⁾	33,356 D	\$ 21.5428 26,440	D	
					⁽²⁾		

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

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(9-02)

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
Employee Stock Option (right to buy)	\$ 16.88	11/12/2012		M		10,000		<u>(3)</u>	09/30/2017	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 8.44	11/12/2012		M		11,356		<u>(3)</u>	09/30/2017	Common Stock	11,356
Employee Stock Option (right to buy)	\$ 12.66	11/12/2012		M		12,000		<u>(3)</u>	09/30/2017	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Price Robert M. ONE ALLISON WAY INDIANAPOLIS, IN 46222	VP, Human Resources

Signatures

/s/ Eric C.
Scroggins 11/13/2012

**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) 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 21.4000
- (2) to 21.6600. 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.
- (3) The option vested in five equal installments beginning on August 7, 2008.

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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