

Dick Michael
Form 4
February 22, 2019

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dick Michael

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)
02/20/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, Ops and Purchasing

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)
			Code	V	Amount	(D)	Price

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

**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 control
number.**

SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---------------------------------------	------------------------------	-----------------------------------------	-----------------------------------------	------------------------	------------------------------------------	----------------------------------------------------------------	---------------------------------------------------------------------

Edgar Filing: Dick Michael - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 49.6	02/20/2019	A		11,702		<u>(1)</u>	02/20/2029	Common Stock	11,702	
Restricted Stock Units	<u>(2)</u>	02/20/2019	A		3,901		<u>(3)</u>	<u>(3)</u>	Common Stock	3,901	
Performance Stock Units	<u>(4)</u>	02/20/2019	A		11,218 (5)		<u>(6)</u>	<u>(6)</u>	Common Stock	11,218	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dick Michael ONE ALLISON WAY INDIANAPOLIS, IN 46222	SVP, Ops and Purchasing

Signatures

/s/ Jacalyn C. Bolles,
attorney-in-fact 02/22/2019

__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 option vests on February 20, 2022.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Allison Transmission Holdings, Inc. common stock.
- (3) The RSUs vest on February 20, 2022.
- (4) Each performance-based restricted stock unit ("PSUs") represents a contingent right to receive one share of Allison Transmission Holdings, Inc. common stock.
- (5) On February 17, 2016, the reporting person was granted PSUs with the number of PSUs earned to be determined based on the extent to which certain performance conditions were met for a performance period of 2016-2018. As determined on February 20, 2019, based on the Company's actual performance for 2016-2018, the reporting person earned 11,218 PSUs.
- (6) Earned PSUs will vest on February 28, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.