FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Graziosi David S. (Last) (First) (Middle) ONE ALLISON WAY						Issuer Name and Ticker or Trading Symbol Allison Transmission Holdings Inc [ALSN] 3. Date of Earliest Transaction (Month/Day/Year) 02/07/2018									heck all ap Dire X Offi belo	ctor cer (give title w) President and		10% C Other below)	Owner (specify
(Street) INDIANA (City)	NDIANAPOLIS IN 46222						4. If Amendment, Date of Original Filed (Month/Day/Year)									ual or Joint/Group Filing (Check Applicable 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. Transacti Date (Month/Day)						Execution Date,			Transaction Disposed Code (Instr. and 5)			rities Acquired (A) ed Of (D) (Instr. 3,			Secu Bene Own	nount of rities ficially ed wing	Forn (D) c	rect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount		(A) or (D)	Price	Repo		(iiist	u. 4)	(111501. 4)
Common Stock 02/07/20						018		A		7,718(1)		A	\$	0 19	196,841(2)		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	Exercise (Month/Day/Year) if any (Month/Day/Year) rivative		4. Transaction Code (Instr. 8)		of Deriv Secu Acqu (A) o Dispo	r osed) r. 3, 4	6. Date Ex Expiration (Month/D	n Dat			ount nber	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		IO. Ownership Form: Direct (D) or Indirect I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

Explanation of Responses:

- 1. On February 19, 2015, the reporting person was granted performance-based restricted stock, with the number of restricted shares earned to be determined based on the extent to which certain performance conditions were met for a performance period of 2015-2017. As determined on February 7, 2018, based on the Company's actual performance for 2015-2017, the reporting person earned 7,718 restricted shares. Earned restricted shares will vest on February 19, 2018.
- 2. The reporting person's beneficial ownership was overstated by 5,000 shares in prior filings dating back to December 2016. The amount of securities beneficially owned has been updated in this filing.

Remarks:

/s/ Eric C. Scroggins, attorneyin-fact <u>02/09/2018</u>

** 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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