

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>RABAUT THOMAS W</u> (Last) (First) (Middle) <u>ONE ALLISON WAY</u> (Street) <u>INDIANAPOLIS IN 46222</u> (City) (State) (Zip)			<u>Allison Transmission Holdings Inc [</u> <u>ALSN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2018</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) <input checked="" type="checkbox"/> 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 ⁽¹⁾	05/10/2018		A		446	A	\$0 ⁽²⁾	35,992	D	
Common Stock ⁽³⁾	05/10/2018		M		3,233 ⁽⁴⁾	A	\$0	39,225	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	Amount or Number of Shares				
Restricted Stock Units	(5)	05/10/2018		M			3,185	(6)	(6)	Common Stock	3,185	\$0	0	D	
Divident Equivalent Units	(7)	05/10/2018		M			48	(8)	(8)	Common Stock	48	\$0	14	D	
Restricted Stock Units ⁽⁹⁾	(5)	05/10/2018		A		2,859		(10)	(10)	Common Stock	2,859	\$0 ⁽¹¹⁾	2,859	D	

Explanation of Responses:

- These shares represent a quarterly payment of the reporting person's annual retainer under the Allison Transmission Holdings, Inc. (the "Company") Third Amended and Restated Non-Employee Director Compensation Policy ("Policy"). The annual retainer is paid quarterly in arrears in cash or common stock at the reporting person's discretion.
- The number of shares of common stock received was calculated based on \$41.96, which was the closing price of the Company's common stock on the date of grant.
- Settlement of restricted stock units ("RSUs") and related dividend equivalents.
- Includes 48 dividend equivalents.
- Each RSU represents a contingent right to receive one share of the Company's common stock.
- On May 12, 2017, the reporting person was granted 3,185 RSUs that vested on May 10, 2018.
- Each dividend equivalent right is the economic equivalent of one share of the Company's common stock.
- The dividend equivalent rights accrued on previously awarded RSUs and vested on May 10, 2018.
- The RSUs represent the reporting person's annual equity award under the Policy.
- The RSUs vest on the date of the next annual meeting of the stockholders of the Company. Unvested RSUs earn dividend equivalents when dividends are declared on the Company's common stock.
- The number of RSUs received was calculated based on \$41.96, which was the closing price of the Company's common stock on the date of grant.

Remarks:

/s/ Eric C. Scroggins, attorney-in-fact 05/14/2018

** 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.