

Allison Transmission Holdings Inc
 Form 4
 July 10, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wanaselja James L.

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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, NA Mkt Sales & Service

ONE ALLISON WAY

(Street)

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

INDIANAPOLIS, IN 46222

(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	07/08/2013		M	17,100 A	\$ 12.66 41,711	D	
Common Stock	07/08/2013		S ⁽¹⁾	17,100 D	\$ 24.1513 24,611	D	
Common Stock	07/09/2013		M	34,200 A	\$ 12.66 58,811	D	
Common Stock	07/09/2013		S ⁽¹⁾	34,200 D	\$ 24.3963 24,611	D	

Edgar Filing: Allison Transmission Holdings Inc - Form 4

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

SEC 1474
(9-02)

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.

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.66	07/08/2013		M	17,100	⁽⁴⁾ 09/30/2017	Common Stock	17,100
Employee Stock Option (right to buy)	\$ 12.66	07/09/2013		M	34,200	⁽⁴⁾ 09/30/2017	Common Stock	34,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wanaselja James L. ONE ALLISON WAY INDIANAPOLIS, IN 46222	VP, NA Mkt Sales & Service

Signatures

/s/ Eric C. Scroggins,
attorney-in-fact 07/10/2013

__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).

Edgar Filing: Allison Transmission Holdings Inc - Form 4

- (1) The exercise reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2013.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from 24.0000 to 24.3000. 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.

- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from 24.1750 to 24.6200. 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 annual 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.

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.