

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**  
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### REPORTING OWNER

**Graziosi David S.**

CIK: **1543492**

Type: **4** | Act: **34** | File No.: **001-35456** | Film No.: **13551716**

Mailing Address  
*ONE ALLISON WAY  
INDIANAPOLIS IN 46222*

### ISSUER

**Allison Transmission Holdings Inc**

CIK: **1411207** | IRS No.: **000000000** | State of Incorporation: **DE**  
SIC: **3714** Motor vehicle parts & accessories

Mailing Address  
*ONE ALLISON WAY  
INDIANAPOLIS IN 46222*

Business Address  
*ONE ALLISON WAY  
INDIANAPOLIS IN 46222  
(317) 242-5000*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

|   |         |          |  |  |  |  |
|---|---------|----------|--|--|--|--|
| 1. Name and Address of Reporting Person<br><b>Graziosi David S.</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>Allison Transmission Holdings Inc [ALSN]</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Exec VP, CFO and Treasurer</b> |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/24/2013</b>                          |  |  |  |
| ONE ALLISON WAY   |         |          |  |  |  |  |
| (Street)  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)   |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                    |   |  |   |
| Common Stock                    | 01/24/2013                           |  | M                              |   | 50,273  | A          | \$8.44                   | 101,118   | D  |   |
| Common Stock                    | 01/24/2013                           |  | S <sup>(1)</sup>               |   | 50,273  | D          | \$21.0257 <sup>(2)</sup> | 50,845  | D  |   |
| Common Stock                    | 01/25/2013                           |  | M                              |   | 7,327   | A          | \$8.44                   | 58,172  | D  |   |
| Common Stock                    | 01/25/2013                           |  | S <sup>(1)</sup>               |   | 7,327   | D          | \$21.237 <sup>(3)</sup>  | 50,845  | 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 of Derivative Security: 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 |  |  |  |  |
| Employee Stock Option (right to buy)       | \$8.44   | 01/24/2013                           |  | M                              |   | 50,273  |     | <sup>(4)</sup>   | 11/13/2017      | Common Stock  | 50,273                     | \$ 0                                       | 119,203  | D  |  |
| Employee Stock                             | \$8.44   | 01/25/2013                           |  | M                              |   | 7,327   |     | <sup>(4)</sup>   | 11/13/2017      | Common Stock  | 7,327                      | \$ 0                                       | 111,876  | D  |  |

