

Dewey Lawrence E.
Form 3
March 14, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Dewey Lawrence E.
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/14/2012

3. Issuer Name and Ticker or Trading Symbol
Allison Transmission Holdings Inc [ALSN]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

ONE ALLISON WAY

(Street)

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

INDIANAPOLIS,Â INÂ 46222

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

88,282

D Â

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable Date Expiration

Title Amount or Number of

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	09/30/2017	Common Stock	726,997	\$ 8.44	D	Â
Employee Stock Option (right to buy)	Â (2)	09/30/2017	Common Stock	1,245,739	\$ 12.66	D	Â
Employee Stock Option (right to buy)	Â (3)	09/30/2017	Common Stock	1,490,128	\$ 16.88	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dewey Lawrence E. ONE ALLISON WAY INDIANAPOLIS, IN 46222	Â X	Â	Â Chairman, President and CEO	Â

Signatures

/s/ Eric C. Scroggins,
attorney-in-fact

03/14/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 in five equal annual installments beginning on October 1, 2007.
- (2) The option vests in five equal annual installments beginning on October 1, 2007.
- (3) The option vests in five equal annual installments beginning on October 1, 2007.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â ConfirmingÂ Statement

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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