

Tuttle Laurie B.
Form 4
September 17, 2012

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 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 *
Tuttle Laurie B.

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)

ONE ALLISON WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/13/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Hybrid Programs

INDIANAPOLIS, IN 46222

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

(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	09/13/2012		M		48,090	A	\$ 8.44
Common Stock	09/13/2012		M		66,736	A	\$ 12.66
Common Stock	09/13/2012		M		59,528	A	\$ 16.88
Common Stock	09/13/2012		S ⁽¹⁾		174,354	D	\$ 19.5802
							(2)
Common Stock	09/14/2012		M		20,300	A	\$ 16.88

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Common Stock	09/14/2012		S ⁽¹⁾	20,300	D	\$ 19.8966 <u>(3)</u>	5,701	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 8.44	09/13/2012		M	48,090	<u>(4)</u> 09/30/2017	Common Stock	48,090
Employee Stock Option (right to buy)	\$ 12.66	09/13/2012		M	66,736	<u>(4)</u> 09/30/2017	Common Stock	66,736
Employee Stock Option (right to buy)	\$ 16.88	09/13/2012		M	59,528	<u>(4)</u> 09/30/2017	Common Stock	59,528
Employee Stock Option (right to buy)	\$ 16.88	09/14/2012		M	20,300	<u>(4)</u> 09/30/2017	Common Stock	20,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Tuttle Laurie B.
ONE ALLISON WAY
INDIANAPOLIS, IN 46222

VP, Hybrid Programs

Signatures

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

09/17/2012

__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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2012.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$19.4400 to \$19.9100. 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 \$19.7500 to \$19.9900. 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.
- (4)

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.