

Headly Michael G.
Form 4
November 21, 2012

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 *
Headly Michael G.

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)
11/19/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, Non-NAFTA

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 | 11/19/2012 | | M | 58,500 A \$ 8.44 | 109,529 | D | |
| Common Stock | 11/19/2012 | | S ⁽¹⁾ | 62,129 D \$ 20.7359 | 47,400 | D | |
| Common Stock | 11/20/2012 | | M | 5,000 A \$ 8.44 | 52,400 | D | |
| Common Stock | 11/20/2012 | | S ⁽¹⁾ | 5,000 D \$ 20.4878 | 47,400 | D | |

Edgar Filing: Headly Michael G. - Form 4

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 8, 2012.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$20.2200 to \$21.3850. 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 \$19.9000 to \$20.7700. 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.