Allison Transmission Holdings Inc Form 4/A July 02, 2013

### FORM 4

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

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.

(Last)

Security

(Instr. 3)

(First) (Middle)

ONE ALLISON WAY

(Street)

2. Issuer Name and Ticker or Trading

Symbol

Allison Transmission Holdings Inc [ALSN]

3. Date of Earliest Transaction (Month/Day/Year) 03/11/2013

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

06/04/2013

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify

X\_ Officer (give title below)

VP, Outside North America

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

**INDIANAPOLIS, IN 46222** 

(City) (State) 1.Title of

(Zip) 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

Securities Beneficially Owned Following Reported

5. Amount of

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(Instr. 3 and 4)

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

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.

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. Transactionof Code

5. Number 6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Deriva

Securi

#### Edgar Filing: Allison Transmission Holdings Inc - Form 4/A

| (Instr. 3)                       | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     |                     | (Instr.            |                 |  |    |
|----------------------------------|------------------------------------|------------|------------------|---------|----|---|-----|---------------------|--------------------|-----------------|--|----|
|                                  |                                    |            |                  | Code    | V  | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |    |
| Dividend<br>Equivalent<br>Rights | (1)                                | 03/11/2013 |                  | A       |    | 133   |     | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock | 133 (2)                                | \$ |
| Dividend<br>Equivalent<br>Rights | (3)                                | 05/31/2013 |                  | A       |    | 279<br>(2)  |     | <u>(3)</u>          | (3)                | Common<br>Stock | 279 (2)                                | \$ |

## **Reporting Owners**

| Reporting Owner Name / Address                                 | Relationships |           |                                 |       |  |  |  |  |
|--|---------------|-----------|---------------------------------|-------|--|--|--|--|
|  | Director      | 10% Owner | Officer                         | Other |  |  |  |  |
| Headly Michael G.<br>ONE ALLISON WAY<br>INDIANAPOLIS, IN 46222 |               |           | VP, Outside<br>North<br>America |       |  |  |  |  |

# **Signatures**

/s/ Eric C. Scroggins,
attorney-in-fact 07/02/2013

\*\*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).
- The dividend equivalent rights accrued on one previously awarded restricted stock unit ("RSU") and vest proportionately with the RSUs to which they relate. Each dividend equivalent right is the economic equivalent of one share of Allison Transmission Holdings, Inc. common stock.
- (2) The Form 4 filed on June 4, 2013 is being amended to correct the number of dividend equivalent rights.
- (3) The dividend equivalent rights accrued on two previously awarded RSUs and vest proportionately with the RSUs to which they relate. Each dividend equivalent right is the economic equivalent of one share of Allison Transmission Holdings, Inc. common stock.

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.

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