

Headly Michael G.
Form 3
March 14, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Headly Michael G.

(Last) (First) (Middle)

ONE ALLISON WAY

(Street)

INDIANAPOLIS, IN 46222

(City) (State) (Zip)

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)

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)

VP, Non-NAFTA

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 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

51,029

D

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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 Expiration Date

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	201,450	\$ 8.44	D	Â
Employee Stock Option (right to buy)	Â (2)	09/30/2017	Common Stock	289,189	\$ 12.66	D	Â
Employee Stock Option (right to buy)	Â (3)	09/30/2017	Common Stock	345,922	\$ 16.88	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Headly Michael G. ONE ALLISON WAY INDIANAPOLIS, IN 46222	Â	Â	Â VP, Non-NAFTA	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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