

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
 Form 5
 February 14, 2008

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 DAUCH RICHARD E

 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN AXLE & MANUFACTURING HOLDINGS INC [AXL]

 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Co-Founder, Chairman & CEO

ONE DAUCH DRIVE
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

DETROIT, MI 48211-1198

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)	(A) or (D)	Amount	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/01/2007	^	G	1,618,895	D	\$ 0	0 ⁽¹⁾	I	By GRAT dtd 2007	
Common Stock	^	^	^	^	^	^	93,591 ⁽²⁾	I	By GRAT dtd 2010 No. 2	
Common Stock	^	^	^	^	^	^	257,081 ⁽³⁾	I	By GRAT dtd 2010 No. 2	

Common Stock	Â	Â	Â	Â	Â	Â	211,332 ⁽⁴⁾	I	By GRAT dtd 2010
Common Stock	Â	Â	Â	Â	Â	Â	433,700	I	By Dauch Care Trust ⁽⁵⁾

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DAUCH RICHARD E
ONE DAUCH DRIVE
DETROIT, MI 48211-1198

Â X Â Â Co-Founder, Chairman & CEO Â

Signatures

Laura L. Douglas,
Attorney-in-fact

02/14/2008

__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 reporting person is trustee of a grantor retained annuity trust (GRAT dtd 2007) that gifted all shares held by the trust on May 1, 2007 to the Sandra J. Dauch Gift Trust dated May 25, 1998 (SJD Gift Trust). The reporting person's spouse is trustee and beneficiary of the SJD Gift Trust, which filed a Form 5 to report receipt of this gift on February 13, 2008. The reporting person disclaims beneficial ownership of shares held by the SJD Gift Trust.

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- (2) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on September 21, 2007.

- The reporting person is trustee and beneficiary of this grantor retained annuity trust, which was formed in 2007 and holds shares
- (3) previously owned by the Richard E. Dauch Trust. This total includes shares contributed by the reporting person on September 21, 2007. All remaining shares were previously reported as indirectly beneficially owned by the reporting person.

- The reporting person is trustee and beneficiary of this grantor retained annuity trust formed in 2007. This total reflects shares transferred
- (4) by gift from another GRAT of which the reporting person is trustee and beneficiary. All shares were previously reported as indirectly beneficially owned by the reporting person.

- (5) The reporting person is co-trustee with his spouse and, along with his spouse, owns a remainder interest in the trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.