

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
 Form 4
 December 07, 2010

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 *
 DAUCH RICHARD E

(Last) (First) (Middle)

ONE DAUCH DRIVE

(Street)

DETROIT, MI 48211-1198

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/03/2010

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

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

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

| 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 | Price | | |
| Common Stock | 12/03/2010 | | M | | 42,300 | A \$ 2.81 | 101,792 D | |
| Common Stock | 12/06/2010 | | M | | 7,200 | A \$ 2.81 | 108,992 D | |
| Common Stock | 12/06/2010 | | S ⁽¹⁾ | | 108,000 | D \$ 11.5 | 6,804,305 I | By Family Trusts |
| Common Stock | 12/06/2010 | | S ⁽¹⁾ | | 17,578 | D \$ 11.51 | 6,786,727 I | By Family Trusts |

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| | | | | | | | | |
|--------------|------------|-------------|---------|---|----------|-----------|---|------------------|
| Common Stock | 12/06/2010 | <u>S(1)</u> | 10,677 | D | \$ 11.53 | 6,776,050 | I | By Family Trusts |
| Common Stock | 12/06/2010 | <u>S(1)</u> | 6,925 | D | \$ 11.54 | 6,769,125 | I | By Family Trusts |
| Common Stock | 12/06/2010 | <u>S(1)</u> | 64,820 | D | \$ 11.55 | 6,704,305 | I | By Family Trusts |
| Common Stock | 12/06/2010 | <u>S(1)</u> | 108,000 | D | \$ 11.75 | 6,596,305 | I | By Family Trusts |
| Common Stock | 12/06/2010 | <u>S(1)</u> | 2,017 | D | \$ 11.79 | 6,594,288 | I | By Family Trusts |
| Common Stock | 12/06/2010 | <u>S(1)</u> | 97,983 | D | \$ 11.8 | 6,496,305 | I | By Family Trusts |
| Common Stock | 12/07/2010 | <u>S(1)</u> | 108,000 | D | \$ 12 | 6,388,305 | I | By Family Trusts |
| Common Stock | 12/07/2010 | <u>S(1)</u> | 16,950 | D | \$ 12.05 | 6,371,355 | I | By Family Trusts |
| Common Stock | 12/07/2010 | <u>S(1)</u> | 29,807 | D | \$ 12.06 | 6,341,548 | I | By Family Trusts |
| Common Stock | 12/07/2010 | <u>S(1)</u> | 1,600 | D | \$ 12.08 | 6,339,948 | I | By Family Trusts |
| Common Stock | 12/07/2010 | <u>S(1)</u> | 27,543 | D | \$ 12.1 | 6,312,405 | I | By Family Trusts |
| Common Stock | 12/07/2010 | <u>S(1)</u> | 19,500 | D | \$ 12.23 | 6,292,905 | I | By Family Trusts |
| Common Stock | 12/07/2010 | <u>S(1)</u> | 4,600 | D | \$ 12.24 | 6,288,305 | I | By Family Trusts |
| Common Stock | 12/07/2010 | <u>S(1)</u> | 67,397 | D | \$ 12.25 | 6,220,908 | I | By Family Trusts |

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 2.81 | 12/03/2010 | | M | 42,300 | <u>(2)</u> 01/06/2019 | Common Stock | 42,300 |
| Employee Stock Option (right to buy) | \$ 2.81 | 12/06/2010 | | M | 7,200 | <u>(2)</u> 01/06/2019 | Common Stock | 7,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAUCH RICHARD E ONE DAUCH DRIVE DETROIT, MI 48211-1198 | X | | Co-Founder, Chairman & CEO | |

Signatures

Laura L. Douglas,
Attorney-in-fact

12/07/2010

__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 Sandra J. Dauch Gift Trust DTD May 25, 1998, Richard E. Dauch, Trustee, on March 10, 2010.

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(2) The options vest in three approximately equal annual installments beginning January 6, 2010.

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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