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AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 4

Common

Stock

Stock

12/09/2010

12/09/2010

12/09/2010

December 13, 2010

FORM	14		orali		AND EWO	TT A N	ICE C		OMB AF	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check the if no long	gar	ENT OF	CHAN	CEC IN	DENIERI	CTAT	OWN	ERSHIP OF	Expires:	January 31, 2005		
subject to Section I Form 4 c Form 5 obligatio may con See Instr	o 16. or Filed pur ons section 17(suant to Se a) of the Po	ection 1 ublic U	SECUE 6(a) of the tility Hol	RITIES ne Securiti	es Ex pany	change Act of	Estimated average burden hours per response 0.5				
1(b).												
(Print or Type Responses)												
DAUCH RICHARD E Syn AM MA			Symbol AMERI	ICAN AX FACTUF	d Ticker or T KLE & RING HOI			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director10% Owner				
(Last)	(First) (1	· · · · · · · ·	3. Date of Earliest Transaction					X Officer (give title Other (specify below)				
			(Month/Day/Year) 12/09/2010					Co-Founder, Chairman & CEO				
				endment, D nth/Day/Yea	ate Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
DETROIT, MI 48211-1198 — Form filed by More than One Reporting Person								eporting				
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative S	ecurit	ties Acqu	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transaction Code (Instr. 8)	4. Securities omr Dispose (Instr. 3, 4	d of (Î))	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)		
Common Stock	12/09/2010			S <u>(1)</u>	78,094	D	\$ 12.25	6,192,314 (2)	I	By Family Trusts		
Common	10/00/0010			G (1)	0.700	Б	\$	(102 52)	T	Ву		

 $S^{\underline{(1)}}$

S(1)

S(1)

D

D

D

8,780

4,200

7,200

6,183,534

6,179,334

6,172,134

I

I

I

Family

Trusts

Family

Trusts

By

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Common Stock					\$ 12.28			By Family Trusts
Common Stock	12/09/2010	S <u>(1)</u>	100	D	\$ 12.29	6,172,034	I	By Family Trusts
Common Stock	12/09/2010	S <u>(1)</u>	26,570	D	\$ 12.3	6,145,464	I	By Family Trusts
Common Stock	12/10/2010	S <u>(1)</u>	15,659	D	\$ 12.25	6,129,805	I	By Family Trusts
Common Stock	12/13/2010	S <u>(1)</u>	129,844	D	\$ 12.5	5,999,961	I	By Family Trusts
Common Stock	12/13/2010	S <u>(1)</u>	1,000	D	\$ 12.51	5,998,961	I	By Family Trusts
Common Stock	12/13/2010	S <u>(1)</u>	800	D	\$ 12.52	5,998,161	I	By Family Trusts
Common Stock	12/13/2010	S(1)	2,850	D	\$ 12.53	5,995,311	I	By Family Trusts
Common Stock	12/13/2010	S <u>(1)</u>	50,000	D	\$ 12.55	5,945,311	I	By Family Trusts
Common Stock	12/13/2010	S(1)	24,506	D	\$ 12.6	5,920,805	I	By Family Trusts

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

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

Code V (A) (D) Date Exercisable

Expiration Title Amount Date

or Number

of Shares

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other DAUCH RICHARD E

ONE DAUCH DRIVE X Co-Founder, Chairman & CEO DETROIT, MI 48211-1198

Signatures

Laura L. Douglas, 12/13/2010 Attorney-in-fact

**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 sales reported in this Form 4 were efffected pursuant to a rule 10b5-1 trading plan adopted by the Sandra J. Dauch Gift Trust DTD **(1)** May 25, 1998, Richard E. Dauch, Trustee, on March 10, 2010.
- Includes 49,500 shares previously reported as directly beneficially owned by the reporting person. These 49,500 shares were transferred to a grantor retained annuity trust on December 9, 2010.

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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