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AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 4 April 08, 2010

FORM 4

Check this box

if no longer

subject to

Section 16.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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(b).

(Print or Type Responses)

See Instruction

| 1. Name and A | * | ting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|-----------------|-------------|---------------|--|--|--|--|--|
| | | | AMERICAN AXLE & MANUFACTURING HOLDINGS | (Check all applicable) _X_ Director _X_ 10% Owner | | | |
| | | | INC [AXL] | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | _X_ Officer (give title Other (specify below) Co-Founder, Chairman & CEO | | | |
| ONE DAUCH DRIVE | | | 04/06/2010 | ee reamaci, enamman ee ege | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| DETROIT, I | MI 48211-11 | 98 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Tabl | e I - Non-I | Derivative S | Securi | ties Acqu | ired, Disposed of | , or Beneficial | ly Owned |
|--------------------------------------|---|---|--|--------------|--------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pric | | | of (D) | 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 | 04/06/2010 | | S(1) | 54,400 | D | | 7,678,243 (2) | I | By Family Trusts |
| Common Stock | 04/06/2010 | | S(1) | 1,300 | D | \$ 10.52 | 7,676,943 | I | By Family Trusts |
| Common Stock | 04/06/2010 | | S(1) | 1,300 | D | \$ 10.53 | 7,675,643 | I | By Family Trusts |
| Common Stock | 04/06/2010 | | S(1) | 200 | D | \$ 10.54 | 7,675,443 | I | By Family Trusts |
| Common Stock | 04/06/2010 | | S(1) | 2,400 | D | \$ 10.55 | 7,673,043 | I | By Family Trusts |

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| Common Stock | 04/06/2010 | S <u>(1)</u> | 1,700 | D | \$ 10.56 | 7,671,343 | I | By Family Trusts |
|-----------------|------------|--------------|--------|---|-------------|-----------|---|---------------------|
| Common Stock | 04/06/2010 | S <u>(1)</u> | 50,000 | D | \$ 10.57 | 7,621,343 | I | By Family Trusts |
| Common Stock | 04/06/2010 | S <u>(1)</u> | 4,300 | D | \$ 10.58 | 7,617,043 | I | By Family Trusts |
| Common Stock | 04/06/2010 | S <u>(1)</u> | 4,800 | D | \$ 10.59 | 7,612,243 | I | By Family Trusts |
| Common Stock | 04/06/2010 | S <u>(1)</u> | 4,900 | D | \$ 10.6 | 7,607,343 | I | By Family Trusts |
| Common Stock | 04/06/2010 | S <u>(1)</u> | 4,700 | D | \$ 10.61 | 7,602,643 | I | By Family Trusts |
| Common Stock | 04/06/2010 | S <u>(1)</u> | 100 | D | \$ 10.62 | 7,602,543 | I | By Family Trusts |
| Common Stock | 04/07/2010 | S <u>(1)</u> | 15,700 | D | \$ 10.57 | 7,586,843 | I | By Family Trusts |
| Common Stock | 04/07/2010 | S <u>(1)</u> | 5,600 | D | \$ 10.58 | 7,581,243 | I | By Family Trusts |
| Common Stock | 04/07/2010 | S <u>(1)</u> | 3,100 | D | \$ 10.59 | 7,578,143 | I | By Family Trusts |
| Common Stock | 04/07/2010 | S <u>(1)</u> | 11,500 | D | \$ 10.6 | 7,566,643 | I | By Family Trusts |
| Common Stock | 04/07/2010 | S <u>(1)</u> | 6,700 | D | \$ 10.61 | 7,559,943 | I | By Family Trusts |
| Common Stock | 04/07/2010 | S <u>(1)</u> | 8,900 | D | \$ 10.62 | 7,551,043 | I | By Family Trusts |
| Common Stock | 04/07/2010 | S <u>(1)</u> | 6,000 | D | \$ 10.63 | 7,545,043 | I | By Family Trusts |
| Common Stock | 04/07/2010 | S <u>(1)</u> | 7,400 | D | \$ 10.64 | 7,537,643 | I | By Family Trusts |
| Common Stock | 04/07/2010 | S <u>(1)</u> | 4,600 | D | \$ 10.65 | 7,533,043 | I | By Family Trusts |
| Common Stock | 04/07/2010 | S <u>(1)</u> | 500 | D | \$ 10.66 | 7,532,543 | 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)

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

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| 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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | 7. Title Amoun Underly Securiti (Instr. 3 | t of ying es | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|---|--|---|--|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title N | Amount or Number of Shares | | |

Reporting Owners

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

Signatures

Laura L. Douglas, Attorney-in-fact 04/08/2010

**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.
- (2) Includes 11,797 shares previously reported as directly beneficially owned by the reporting person. These shares were transferred to a grantor retainer annuity trust on January 12, 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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