

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form 5

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 5

February 14, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

- Check 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

1. Name and Address of Reporting Person*

Schwarzman	Stephen	A.
-----	-----	-----
(Last)	(First)	(Middle)

c/o Blackstone Management Associates II L.L.C.
345 Park Avenue, 31st Floor

(Street)

New York	New York	10154
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

American Axle & Manufacturing Holdings, Inc. Ticker: AXL

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

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

7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Price
			Amount	(A) or (D)	
Common Stock, par value \$.01 per share	8/15/01	S4	4,500,000	D	\$19.475

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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valid OMB control number.

(Over)
SEC 2270 (3-99)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- Exer- tion cisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares Title
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Explanation of Responses:

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/s/ Stephen A. Schwarzman

February 14, 2002

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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ATTACHMENT TO FORM 5

Reporting Person: Stephen A. Schwarzman
Address: c/o Blackstone Management Associates II L.L.C.
345 Park Avenue, 31st Floor
New York, New York 10154
Issuer and Ticker Symbol: American Axle & Manufacturing Holdings, Inc.
Symbol: AXL
Statement for Month/Year: 2001

As one of the founding members of Blackstone Management Associates II L.L.C. ("BMA II"), which is the sole general partner of Blackstone Capital Partners II Merchant Banking Fund L.P., Blackstone Family Investment Partnership II L.P. and the sole investment general partner of Blackstone Offshore Capital Partners II L.P. (collectively, the "Partnerships"), the Reporting Person may be deemed, for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended (the "Act") to be the beneficial owner of shares of Common Stock beneficially owned by BMA II by virtue of its status as the sole general partner of the Partnerships and therefore may be deemed to be a "ten percent beneficial owner" for purposes of Section 16 of the Act.