AMERICAN AXLE & MANUFACTURING HOLDINGS INC
Form 5
February 14, 2003

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UNITED STATES
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(h) of the Investment Company Act of 1940

o Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

o Form 3 Holdings Reported

o Form 4 Transactions Reported

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1. Name and Address of Reporting Person*

Mathis B. G.

(Last) (First) (Middle)

c/o American Axle & Manufacturing Holdings, Inc
1840 Holbrook Avenue

(Street)

Detroit, MI 48212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

American Axle & Manufacturing Holdings, Inc. (NYSE-AXL)

3. I.R.S. Identification Number of Reporting Person, if an entity *(Voluntary)*

4. Statement for Month/Year

10/2002

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

6. Relationship of Reporting Person(s) to Issuer *(Check All Applicable)*

x Director o 10% Owner

o Officer *(give title below)*

7. Individual or Joint/Group Reporting *(Check Applicable Line)*

x Form filed by One Reporting Person

o

o	Other *(specify below)*	Form filed by More than One Reporting Person

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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 at the 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)*
				Amount	(A) or (D)	Price			
Common Stock	10/18/02		J	2,000	D		50,000	D	
Common Stock	10/18/02		J	2,000	A		2,000	I	(1)

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)*	
					(A)	**(D)**

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

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. Number of Derivative Securities Beneficially Owned at End of Year *(Instr. 4)*	10. Ownership of Derivative Security: Direct (D) or Indirect (I) *(Instr. 4)*	11. Nature of Indirect Beneficial Ownership *(Instr. 4)*
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) On October 18, 2002, the reporting person completed the transfer of 2,000 shares of common stock to the Margaret J. Mathis Revocable Trust. The reporting person's spouse is trustee of the Trust. There was no change in the reporting person's beneficial ownership as a result of this transfer.

/s/ Patrick S. Lancaster	2/14/03
**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.