

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
 Form 5
 February 14, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 DAUCH RICHARD E

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

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

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

ONE DAUCH DRIVE
 (Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DETROIT, MI 48211-1198

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 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)
Common Stock	05/01/2007	^	G	1,618,895 D	\$ 0 0 ⁽¹⁾	I	By GRAT dtd 2007
Common Stock	^	^	^	^ ^	93,591 ⁽²⁾	I	By GRAT dtd 2010 No. 2
Common Stock	^	^	^	^ ^	257,081 ⁽³⁾	I	By GRAT dtd 2010 No. 2

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- (2) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on September 21, 2007.

- The reporting person is trustee and beneficiary of this grantor retained annuity trust, which was formed in 2007 and holds shares
- (3) previously owned by the Richard E. Dauch Trust. This total includes shares contributed by the reporting person on September 21, 2007. All remaining shares were previously reported as indirectly beneficially owned by the reporting person.

- The reporting person is trustee and beneficiary of this grantor retained annuity trust formed in 2007. This total reflects shares transferred
- (4) by gift from another GRAT of which the reporting person is trustee and beneficiary. All shares were previously reported as indirectly beneficially owned by the reporting person.

- (5) The reporting person is co-trustee with his spouse and, along with his spouse, owns a remainder interest in the trust.

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