

AMERICAN AXLE & MANUFACTURING HOLDINGS INC  
 Form 4  
 June 01, 2012

**FORM 4**

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

OMB APPROVAL

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

**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

(Print or Type Responses)

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

(Last) (First) (Middle)

ONE DAUCH DRIVE

(Street)

DETROIT, MI 48211-1198

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMERICAN AXLE & MANUFACTURING HOLDINGS INC [AXL]

3. Date of Earliest Transaction (Month/Day/Year)  
 05/30/2012

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

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

6. 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 (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/2012		G <sup>(1)</sup>	V	16	D	\$ 0
Common Stock	05/30/2012		A		68,227 <sup>(3)</sup>	A	\$ 0
					5,830,247 <sup>(2)</sup>	I	

By Family Trusts

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 9.19	05/30/2012		A	150,000	<u>(4)</u> 05/30/2022	Common Stock	150,000	

## Reporting Owners

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

## Signatures

/s/ Laura L. Douglas,  
attorney-in-fact

06/01/2012

\_\_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) This transaction involves a gift of shares by the reporting person to his grandson.
- (2) Includes 49,500 shares that were previously reported as directly owned by the reporting person. These shares have been transferred to a family trust since the reporting person's last Form 4 filing.
- (3) These shares represent restricted stock units (RSUs) that will be settled in common stock upon vesting. These RSUs vest in three approximately equal annual installments beginning May 30, 2013.
- (4) The options vest in three approximately equal annual installments beginning May 30, 2013.

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

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