

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 4

September 13, 2002

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

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**

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

<p>1. Name and Address of Reporting Person* (<i>Last, First, Middle</i>)</p> <p>Krause, Robert A.</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>American Axle & Manufacturing Holdings, Inc (NYSE-AXL)</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (<i>Voluntary</i>)</p>
<p>c/o American Axle & Manufacturing Holdings, Inc. 1840 Holbrook Avenue</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Detroit, MI 48212</p> <p style="text-align: center;"><i>(City) (State) (Zip)</i></p>	<p>4. Statement for Month/Day/Year</p> <p>9/12/02</p>	<p>5. If Amendment, Date of Original (<i>Month/Day/Year</i>)</p>
<p>6. Relationship of Reporting Person(s) to Issuer (<i>Check All Applicable</i>)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (<i>give title below</i>)</p> <p><input type="checkbox"/> Other (<i>specify below</i>)</p> <p style="padding-left: 20px;">Vice President, Investor Relations</p>	<p>7. Individual or Joint/Group Filing (<i>Check Applicable Line</i>)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

* 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 <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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				(A) or Amount (D)	Price		
			Code V				
Common Stock	9/12/02		M	7,052 A	\$4.26	18,652	D

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

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code	V	(A) (D)
Employee Stock Option (right to buy)	\$4.26	9/12/02		M		7,052

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 <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(1)	10/29/09	Common Stock	7,052	78,028	D

Explanation of Responses:

(1) On October 29, 1997, the reporting person was granted an option to purchase 49,580 shares of common stock. The option vests seven years from the date of the grant or in five equal annual installments beginning December 31, 1998, subject to the Company's satisfaction of certain performance criteria each year. After the transaction reported above, no options are vested under this award.

/s/ Michael K. Simonte	9/13/02
_____	_____
**Signature of Reporting Person	Date

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

** 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 is insufficient, see Instruction 6 for procedure.