

AMERICAN AXLE & MANUFACTURING HOLDINGS INC  
 Form 4  
 December 07, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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)  
 12/03/2010

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	Price		
Common Stock	12/03/2010		M		42,300	A \$ 2.81	101,792 D	
Common Stock	12/06/2010		M		7,200	A \$ 2.81	108,992 D	
Common Stock	12/06/2010		S <sup>(1)</sup>		108,000	D \$ 11.5	6,804,305 I	By Family Trusts
Common Stock	12/06/2010		S <sup>(1)</sup>		17,578	D \$ 11.51	6,786,727 I	By Family Trusts

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Common Stock	12/06/2010	<u>S<sup>(1)</sup></u>	10,677	D	\$ 11.53	6,776,050	I	By Family Trusts
Common Stock	12/06/2010	<u>S<sup>(1)</sup></u>	6,925	D	\$ 11.54	6,769,125	I	By Family Trusts
Common Stock	12/06/2010	<u>S<sup>(1)</sup></u>	64,820	D	\$ 11.55	6,704,305	I	By Family Trusts
Common Stock	12/06/2010	<u>S<sup>(1)</sup></u>	108,000	D	\$ 11.75	6,596,305	I	By Family Trusts
Common Stock	12/06/2010	<u>S<sup>(1)</sup></u>	2,017	D	\$ 11.79	6,594,288	I	By Family Trusts
Common Stock	12/06/2010	<u>S<sup>(1)</sup></u>	97,983	D	\$ 11.8	6,496,305	I	By Family Trusts
Common Stock	12/07/2010	<u>S<sup>(1)</sup></u>	108,000	D	\$ 12	6,388,305	I	By Family Trusts
Common Stock	12/07/2010	<u>S<sup>(1)</sup></u>	16,950	D	\$ 12.05	6,371,355	I	By Family Trusts
Common Stock	12/07/2010	<u>S<sup>(1)</sup></u>	29,807	D	\$ 12.06	6,341,548	I	By Family Trusts
Common Stock	12/07/2010	<u>S<sup>(1)</sup></u>	1,600	D	\$ 12.08	6,339,948	I	By Family Trusts
Common Stock	12/07/2010	<u>S<sup>(1)</sup></u>	27,543	D	\$ 12.1	6,312,405	I	By Family Trusts
Common Stock	12/07/2010	<u>S<sup>(1)</sup></u>	19,500	D	\$ 12.23	6,292,905	I	By Family Trusts
Common Stock	12/07/2010	<u>S<sup>(1)</sup></u>	4,600	D	\$ 12.24	6,288,305	I	By Family Trusts
Common Stock	12/07/2010	<u>S<sup>(1)</sup></u>	67,397	D	\$ 12.25	6,220,908	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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.81	12/03/2010		M	42,300	<u>(2)</u> 01/06/2019	Common Stock	42,300
Employee Stock Option (right to buy)	\$ 2.81	12/06/2010		M	7,200	<u>(2)</u> 01/06/2019	Common Stock	7,200

## 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

Laura L. Douglas,  
Attorney-in-fact

12/07/2010

\_\_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) The sales reported in this Form 4 were effected pursuant to a rule 10b5-1 trading plan adopted by the Sandra J. Dauch Gift Trust DTD May 25, 1998, Richard E. Dauch, Trustee, on March 10, 2010.

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(2) The options vest in three approximately equal annual installments beginning January 6, 2010.

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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