#### AK STEEL HOLDING CORP

Form 4 January 23, 2009

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ZIZZO LAWRENCE F Issuer Symbol AK STEEL HOLDING CORP (Check all applicable) [AKS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 9227 CENTRE POINTE DRIVE 01/21/2009 Vice President Human Resources (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting WEST CHESTER, OH 45069 Person

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecurit	ties Acc	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio	4. Securit nAcquired Disposed	(A) o		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
(msu. 3)		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	` '	<b>,</b>	Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/21/2009		A	9,728	A	\$0	44,055	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Performance Shares	(1)	01/21/2009		A	7,483.5 (2)	12/31/2011	12/31/2011	Common Stock	7,48
Employee Stock Option (Right to Buy)	\$ 9.21	01/21/2009		A	9,719 (4)	01/21/2010	01/21/2019	Common Stock	9,7

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

ZIZZO LAWRENCE F 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069

Vice President Human Resources

## **Signatures**

/s/ Lawrence F.
Zizzo

\*\*Signature of Date

\*\*Signature of
Reporting Person

## **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).
- Each Performance Share represents a contingent right to receive 0 to 1.5 shares of Common Stock. The conversion rate(0, .5, 1 or 1.5)

  (1) ultimately applied to these Performance Shares will be determined based on the compounded annual growth rate ("CAGR") of the Common Stock between January 1, 2009 and December 31, 2011 (the "Performance Period").
- This represents one half of the Performance Shares which were awarded on January 21, 2009 and are required to be reported at this time (2) because they constitute derivative securities. The other half do not constitute derivative securities and therefore are not required to be reported at this time.
- (3) The number of shares of Common Stock underlying this grant of the Performance Shares will be 0 to 1.5 times the number of Performance Shares granted depending on the CAGR achieved during the Performance Period.
- (4) Options vest in three equal annual installments beginning one year after grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2