Edgar Filing: AK STEEL HOLDING CORP - Form 4

Form 4	HOLDING COR	Р									
January 23, 1 FORN		STATES					NGE C	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check th if no long subject to Section 1 Form 4 of Form 5 obligatio may com <i>See</i> Instr 1(b).	ger o 16. or Filed pur ^{nns} Section 17(Washington, D.C. 20549 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							Expires:January 31, 2005Estimated average burden hours per response0.5		
(Print or Type]	Responses)										
HORN DAVID C Sy			2. Issuer Name and Ticker or Trading Symbol AK STEEL HOLDING CORP [AKS]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(1			3. Date of Earliest Transaction (Month/Day/Year) 01/21/2015					Director 10% Owner XOfficer (give titleOther (specify below) below) EVP, Chief Legal/Adm Off & Sec			
	(Street)			endment, Da nth/Day/Year	-			6. Individual or Joi Applicable Line) _X_ Form filed by O	ne Reporting Per	rson	
WEST CHE	ESTER, OH 4506	9						Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-D	Derivative	Securi	ties Acqu	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	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)	
Common Stock	01/21/2015			Code V A	Amount 36,800	(D) A	Price \$ 0	302,532	D		
Common Stock	01/21/2015			F	13,790	D	\$ 3.975	288,742	D		

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Performance Shares	<u>(1)</u>	01/21/2015		А	27,550 (2)	12/31/2017	12/31/2017	Common Stock	27
Employee Stock Option (Right to Buy)	\$ 3.975	01/21/2015		A	44,400	01/21/2016(4)	01/21/2025	Common Stock	44

Reporting Owners

Reporting Owner Name / Address	ress Relationships						
	Director	10% Owner	Officer	Other			
HORN DAVID C 9227 CENTRE POINTE DR WEST CHESTER, OH 45069			EVP, Chief Legal/Adm Off & Sec				
Signatures							
/ / I	6 6 T						

Horn	01/23/2015		
	**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).
- 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, 2015 and December 31, 2017 (the "Performance Period").
- This represents one half of the Performance Shares which were awarded on January 21, 2015 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.