

AMERICAN AXLE & MANUFACTURING HOLDINGS INC  
 Form 4  
 January 10, 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)

01/06/2012

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 (D) Price                                                |                                                                                               |                                                          |                                   |
| Common Stock                    | 01/06/2012                           |                                                    | F                              | 6,714 D \$ 11.4                                                   | 12,967 <sup>(1)</sup>                                                                         | D                                                        |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 5,767,796 <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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |     |     |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------|-----|-----|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          |                                                               | Amount or Number of Shares                 |                                                                            |     |     |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          |                                                               | Title                                      |                                                                            |     |     |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          |                                                               | Date Exercisable                           | Expiration Date                                                            |     |     |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          |                                                               | Code                                       | V                                                                          | (A) | (D) |

## Reporting Owners

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

## Signatures

Laura L. Douglas,  
Attorney-in-fact

01/10/2012

\_\_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) Excludes 69,034 shares that were previously reported as directly beneficially owned by the reporting person. On March 17, 2011, these shares were transferred to a grantor retained annuity trust.
- (2) Includes 69,034 shares that were previously directly beneficially owned by the reporting person. On March 17, 2011, these shares were transferred to a grantor retained annuity trust.

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.