Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form 4

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 4 March 16, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

OMB APPROVAL

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005 Estimated average

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

burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person <u>*</u> DAUCH RICHARD E			. Issuer Name and mbol MERICAN AX ANUFACTUI C [AXL]	KLE &	S	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% OwnerX_ Officer (give title Other (specify below) Co-Founder, Chairman & CEO		
(Last)		(Mo	3. Date of Earliest Transaction (Month/Day/Year)					
ONE DAUCH DRIVE			/14/2007					
	(Street)		f Amendment, D ed(Month/Day/Yea	Č		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
DETROIT, N	MI 48211-1198					Person	More than One Re	eporting
(City)	(State)	Zip)	Table I - Non-l	Derivative S	Securities A	equired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code	ion(A) or Di (D) (Instr. 3, 4		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	03/14/2007		A	53,419	A \$0	340,257	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. Transactio Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(1)	03/14/2007		A	35,612	(2)	03/14/2017	Common Stock	35,612
Employee Stock Option (right to buy)	\$ 26.06	03/14/2007		A	150,000	<u>(4)</u>	03/14/2017	Common Stock	150,00

Reporting Owners

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

Signatures

Patrick S. Lancaster, Attorney-in-fact 03/16/2007

**Signature of Reporting Person Da

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) Upon vesting, each restricted stock unit will be converted and distributed to the reporting person in cash equal to the then current market value of one share of AAM common stock, subject to tax withholdings.
- The restricted stock units will vest on the fifth anniversary of the grant date, unless vesting is accelerated at the end of the third or fourth (2) year of the grant. Accelerated vesting will be contingent upon the Company's achievement of pre-determined performance goals, measured by total stockholder return (TSR) as compared to the TSR of the Company's competitor peer group.
- (3) Does not include 120,000 restricted stock units granted to the reporting person on November 3, 2005. The terms of these restricted stock units are described in the Form 4 filed by the reporting person on March 16, 2006.
- (4) The options vest in three approximately equal annual installments beginning March 14, 2008.

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.

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