

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 4  
 April 10, 2002

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 FORM 4  
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U.S. SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549

[ ] Check 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of  
 Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940.

1. Name and Address of Reporting Person(1)			2. Issuer Name and Ticker or Trading Symbol		6. Re	
Shaffer	Alan	L.	American Axle & Manufacturing Holdings, Inc.			
(Last)	(First)	(Middle)	(NYSE-AXL)			
c/o American Axle & Manufacturing Holdings, Inc. 1840 Holbrook Avenue			3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)	4. Statement for Month/Year		
(Street)					3/02	
Detroit	MI	48212			5. If Amendment, Date of Original (Month/Year)	7. In (C) X F --
(City)	(State)	(Zip)				-- R

\* If the form is filled by more than one reporting person, see instruction 4(b)(v).

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFIT

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code		4. Securities Acquired (A) or Disposed of (D)		
		(Instr. 8)	(Instr. 8)	Amount	(A) or (D)	Price
			V			

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FORM 4 (CONTINUED)

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)	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)	
			Code	(A)	(D)	Date	Expiration Date
Employee Stock Option (right to buy)	\$24.15	3/15/02	A	20,000		(1)	1/23/1

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
138,000	D	

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Explanation of Responses:

(1) In March 2002, the reporting person was granted an option to purchase 20,000 shares of common stock. The option vests in three annual installments beginning on January 23, 2003.

/s/ Michael K. Simonte	4/10/02
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Signature of Reporting Person	Date
Attorney in fact	

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

(Print or Type Responses)