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

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|--|---|--------------------------------|--|--|---|--------------------|---------------------------------------|---|--|---------------------------------------|--|
| AMERICAN Form 4 March 04, 20 | AXLE & MAN 15 | UFACTU | RING HO | OLDING | S INC | | | | | | |
| | | | | | | | | | OMB APPROVAL | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | OMB Number: | 3235-0287 | |
| Check this | ar . | | | | | | | | Expires: | January 31, | |
| subject to | if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | | Estimated a | Estimated average burden hours per | |
| | Form 4 or | | | | | | | | response | • | |
| Form 5 obligation may contin <i>See</i> Instruct 1(b). | s Section 17(| a) of the P | ublic Uti | | ing Com | pany | Act o | ge Act of 1934, f 1935 or Section 40 | n | | |
| (Print or Type R | esponses) | | | | | | | | | | |
| | | | 2. Issuer Name and Ticker or Trading Symbol AMERICAN AXLE & MANUFACTURING HOLDINGS | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | | | | | | | | | | | |
| (Last) | (First) (I | | 3. Date of Earliest Transaction \underline{X} Off | | | | Director X Officer (give below) | | | | |
| ONE DAUC | | (Month/Day/Year) 03/02/2015 | | | | | VP Corporate Planning | | | | |
| | | | | endment, Date Original onth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| DETROIT, N | MI 48211 | | | | | | | Form filed by M Person | fore than One Re | eporting | |
| (City) | (State) | (Zip) | Table | I - Non-De | erivative S | Securi | ties Ac | quired, Disposed of | , or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | | n Date, if | 3. Transactio Code (Instr. 8) | 4. Securi onAcquired Disposed (Instr. 3, | l (A) c l of (D |)) | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Common Stock | 03/02/2015 | | | Code V A | Amount 2,801 (1) | | Price \$ 0 | (Instr. 3 and 4) 2,801 | D | | |

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

Persons who respond to the collection of information contained in this form are not 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)

1. Title of 2. 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and 8. Price of 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Amount of Derivative Security or Exercise any Code of (Month/Day/Year) Underlying Security (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Securities (Instr. 5) Derivative Derivative (Instr. 3 and 4) Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of

Code V (A) (D)

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|------------|-----------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Francis Nigel John ONE DAUCH DRIVE DETROIT, MI 48211 | | | VP Corporate Planning | | | | | |
| Signatures | | | | | | | | |
| Laura L. Douglas, Attorney-in-fact | | 03/03/2015 | | | | | | |
| **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).
- These shares represent a grant of restricted stock units (RSUs) that will settle in common stock upon vesting. These RSUs will vest on the (1) third anniversary of the 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.

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