

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

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 4

September 03, 2002

FORM 4

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 the
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. Reporting Person's Relationship to Issuer	
Dauch	Richard	E.	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)					8/29/02	
Detroit	MI	48212			5. If Amendment, Date of Original (Month/Year)	
(City)	(State)	(Zip)			7. In (C) or (F) X F -- 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 BENEFICIARILY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock	8/29/02	M		800,000	A	\$4.26

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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)	\$4.26	8/29/02	M		800,000	(2)	10/29/02

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)
1,869,275	D	

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Explanation of Responses:

- (1) Dauch Annuity Trust 2004 and Dauch Annuity Trust 2007 hold 3,619,834 shares of common stock. An additional 2,185,115 shares of common stock are held by the Sandra J. Dauch Gift Trust. The reporting person is trustee of Dauch Annuity Trust 2004 and Dauch Annuity Trust 2007. The reporting person's spouse is trustee of the Sandra J. Dauch Gift Trust.
- (2) On October 29, 1997, the reporting person was granted an option to purchase 1,854,275 shares of common stock. The option vests seven years from the date of grant or in five equal annual installments beginning December 31, 1998, subject to the Company's satisfaction of certain performance criteria each year. After the transactions reported above, a total of 436,184 options are vested under this award.

/s/ Patrick S. Lancaster 9/3/02

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)