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

#### AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 4 March 17, 2006

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person \* MONICH ALLAN R

Symbol

AMERICAN AXLE &

MANUFACTURING HOLDINGS INC [AXL]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

ONE DAUCH DRIVE 03/15/2006 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

(Zip)

DETROIT, MI 48211-1198

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner Other (specify X\_ Officer (give title below)

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6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

Common

Stock

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(State)

(Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Code V

Disposed of (D) (Instr. 3, 4 and 5)

Amount

4. Securities

5. Amount of Securities Beneficially Owned Following

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(9-02)

Reported (A) Transaction(s) or (Instr. 3 and 4)

(D) Price

03/15/2006 A 3,600 A \$0 8,850

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (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 or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/15/2006		A	2,400	(2)	03/15/2016	Common Stock	2,400
Employee Stock Option	\$ 15.58	03/15/2006		A	10,000	<u>(4)</u>	03/15/2016	Common Stock	10,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MONICH ALLAN R ONE DAUCH DRIVE DETROIT, MI 48211-1198

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### **Signatures**

Patrick S. Lancaster, Attorney-in-fact 03/15/2006

\*\*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) 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) Includes 2,000 restricted stock units granted on March 15, 2005 under the same terms as described in footnotes 1 and 2 above.
- (4) The options vest in three approximately equal annual installments beginning March 15, 2007.

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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