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

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AMERICAN AXLE & MANU Form 4 March 17, 2006	JFACTURING H	OLDING	S INC					
Check this box if no longer subject to Section 16. Form 4 or Form 5 chlighteen	TATES SECUR Was ENT OF CHAN uant to Section 1) of the Public Ut 30(h) of the In	Shington, 1 GES IN F SECURI 6(a) of the cility Hold	D.C. 205 BENEFIC (TIES Securitic ing Comj	49 CIAI es Ex pany	OW chang Act of	NERSHIP OF e Act of 1934, f 1935 or Section	OMB Number: Expires: Estimated a burden hou response	rs per
(Print or Type Responses)								
1. Name and Address of Reporting F RAHANGDALE YOGENDR (Last) (First) (M ONE DAUCH DRIVE	A N Symbol AMERI MANU INC [A]	Earliest Tra ay/Year)	LE & ING HOI	-		Director X Officer (give below)	k all applicable	
(Street)		ndment, Dat	e Original			6. Individual or Jo	vint/Group Filir	og(Check
DETROIT, MI 48211-1198	Filed(Mor	nth/Day/Year)	-			Applicable Line) _X_ Form filed by 0 Form filed by M Person	One Reporting Pe fore than One Re	erson porting
					_	uired, Disposed of		-
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)Common	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8) Code V	4. Securiti n(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	5. Amount of 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 03/15/2006 Stock		А	15,000	А	\$0	24,200	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 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		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		А	10,000	(2)	03/15/2016	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 15.58	03/15/2006		А	42,000	<u>(4)</u>	03/15/2016	Common Stock	42,000

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RAHANGDALE YOGENDRA N ONE DAUCH DRIVE DETROIT, MI 48211-1198			President & COO			
Signatures						
Patrick S. Lancaster, Attorney-in-fact	03/15/2006					
**Signature of Reporting Person		Date				
Explanation of Resp	onse	s:				

* 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).

Upon vesting, each restricted stock unit will be converted and distributed to the reporting person in cash equal to the then current market (1) 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 2,800 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.