DAUCH DAVID C

Form 5

February 12, 2009

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer DAUCH DAVID C Symbol **AMERICAN AXLE &** (Check all applicable) MANUFACTURING HOLDINGS INC [AXL] Director 10% Owner X \_ Officer (give title Other (specify (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) below) below) (Month/Day/Year) President & COO 12/31/2008 ONE DAUCH DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) DETROIT. MIÂ 48211-1198 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 5. Amount 6. 7. Nature of 4. Securities Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or of Securities Ownership Indirect Beneficial (Instr. 3) Code Disposed of (D) Beneficially Form: Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at Direct (D) (Instr. 4) end of or Indirect Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price Common By UTMA for Â 12/19/2008 \$0 Ι G 16 A 16 Stock son By Common Â Â Â Â Â Â I UTMA/UGMA 516 Stock for children

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Common Â

Stock

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7,500

Ι

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By D.C. Dauch

Trust dtd

5/21/03 (1)

Common Â Â Â 42,128 <sup>(2)</sup> D Stock

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

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**SEC 2270** (9-02)

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

D S	Title of derivative ecurity (nstr. 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)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

DAUCH DAVID C Â ONE DAUCH DRIVE DETROIT, MIÂ 48211-1198

President & COO Â

# **Signatures**

Laura L. Douglas, 02/12/2009 Attorney-in-fact

\*\*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 were previously reported as directly beneficially owned. On November 28, 2008, these shares were contributed to the trust **(1)** of which the reporting person is trustee and beneficiary.
- Excludes 500 shares previously reported as directly owned. These shares are held indirectly in trusts for the benefit of the reporting

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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