

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
 Form 5
 February 15, 2005

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 DAUCH RICHARD E

(Last) (First) (Middle)

ONE DAUCH DRIVE
 (Street)

DETROIT, MI 48211-1198

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN AXLE & MANUFACTURING HOLDINGS INC [AXL]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 04/22/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Co-Founder, Chairman & CEO

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock	04/22/2004	Â	G	1,625,817 D	\$ ⁽¹⁾ 96,979	I	By trust ⁽²⁾
Common Stock	05/13/2004	Â	G	27,200 D	\$ ⁽¹⁾ 622,800	I	By charitable foundation ⁽³⁾

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

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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. 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)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title		Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAUCH RICHARD E ONE DAUCH DRIVE DETROIT, MI 48211-1198	X		Co-Founder, Chairman & CEO	

Signatures

/s/Patrick S. Lancaster,
attorney-in-fact

02/14/2005

**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) Gift
- 1,625,817 shares were transferred from the Dauch Annuity Trust 2004 to the Sandra J. Dauch Gift Trust dated May 25, 1998, an irrevocable trust established by the reporting person for the benefit of his wife, who serves as trustee. The reporting person disclaims beneficial ownership of all shares held by the Sandra J. Dauch Gift Trust. 96,979 shares were transferred from the Dauch Annuity Trust 2004 to the Richard E. Dauch Trust, of which the reporting person is a beneficiary.
- (2)
- These shares were previously reported as indirectly beneficially owned in the Richard E. and Sandra J. Dauch Family Foundation ("family foundation"), a charitable foundation under Internal Revenue Code Section 501(c)(3). The reporting person has no reportable pecuniary interest in the family foundation and disclaims beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
- (3)

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.