

AMERICAN AXLE &amp; MANUFACTURING HOLDINGS INC

Form 4

August 10, 2015

**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  
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Proctor Steven J

(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. Date of Earliest Transaction  
(Month/Day/Year)  
08/07/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Group VP Strategic & Bus Dev

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 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)
			Code	V	(A) or (D) Amount Price		
Common Stock	08/07/2015		M		10,000 A \$ 15.58	56,178	D
Common Stock	08/07/2015		S		402 D \$ 20.58	55,776	D
Common Stock	08/07/2015		S		2,000 D \$ 20.59	53,776	D
Common Stock	08/07/2015		S		2,400 D \$ 20.6	51,376	D
Common Stock	08/07/2015		S		200 D \$ 20.61	51,176	D

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Common Stock	08/07/2015	S	1,300	D	\$ 20.62	49,876	D
Common Stock	08/07/2015	S	100	D	\$ 20.63	49,776	D
Common Stock	08/07/2015	S	1,800	D	\$ 20.64	47,976	D
Common Stock	08/07/2015	S	4,016	D	\$ 20.65	43,960	D
Common Stock	08/07/2015	S	602	D	\$ 20.66	43,358	D
Common Stock	08/07/2015	S	2,202	D	\$ 20.67	41,156	D
Common Stock	08/07/2015	S	4,251	D	\$ 20.68	36,905	D
Common Stock	08/07/2015	S	1,929	D	\$ 20.69	34,976	D
Common Stock	08/07/2015	S	200	D	\$ 20.7	34,776	D
Common Stock	08/07/2015	S	979	D	\$ 20.71	33,797	D
Common Stock	08/07/2015	S	419	D	\$ 20.72	33,378	D
Common Stock	08/07/2015	S	200	D	\$ 20.73	33,178	D
Common Stock	08/07/2015	S	500	D	\$ 20.74	32,678	D

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

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SEC 1474  
(9-02)

**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)
				Code	V (A) (D)		Title

						Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 15.58	08/07/2015	M	10,000	(1)	03/15/2016	Common Stock	10,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Proctor Steven J ONE DAUCH DRIVE DETROIT, MI 48211-1198			Group VP Strategic & Bus Dev	

## Signatures

/s/ Laura L. Douglas, attorney  
in fact 08/10/2015

\_\_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) These options are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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