

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 4

April 10, 2002

FORM 4

[] Check box if no longer
subject to Section 16. Form
4 or Form 5 obligations may
continue. See Instruction 1(b).

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the
Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person(1)			2. Issuer Name and Ticker or Trading Symbol		6. Re
Dauch	Richard	E.	American Axle & Manufacturing Holdings, Inc.		
(Last)	(First)	(Middle)	(NYSE-AXL)		
c/o American Axle & Manufacturing Holdings, Inc. 1840 Holbrook Avenue			3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)	4. Statement for Month/Year 3/02	Co-F Dire
(Street)				5. If Amendment, Date of Original (Month/Year)	7. In (C X F --
Detroit	MI	48212			F -- R
(City)	(State)	(Zip)			

* If the form is filled by more than one reporting person, see instruction 4(b) (v).

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFIT

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price
Common Stock	3/27/02	S	1,500,000	D	\$25.85

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

[illegible]

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
2,669,275	D	

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Explanation of Responses:

- (1) In March 2002, Dauch Annuity Trust 2001 sold 1,500,000 shares of common stock. After such sale, Dauch Annuity Trust 2001, Dauch Annuity Trust 2004 and Dauch Annuity Trust 2007 hold 5,758,019 shares of common stock. The reporting person is trustee and beneficiary of the trusts. An additional 46,930 shares of common stock are held by the Sandra J. Dauch Gift Trust. The reporting person's spouse is trustee of the trust.
- (2) In March 2002, the reporting person was granted an option to purchase 300,000 shares of common stock. The option vests in three annual installments beginning on January 23, 2003.

/s/ Patrick S. Lancaster 4/10/02

Signature of Reporting Person Date
Attorney in fact

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

(Print or Type Responses)