

AMERICAN AXLE & MANUFACTURING HOLDINGS INC

Form 4

September 13, 2002

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

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

<b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i>  Dauch, Richard E. <hr/> c/o American Axle & Manufacturing Holdings, Inc. 1840 Holbrook Avenue <hr/> _____ <i>(Street)</i>  Detroit, MI 48212 <hr/> <i>(City) (State) (Zip)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  American Axle & Manufacturing Holdings, Inc (NYSE-AXL) <hr/> <b>4. Statement for Month/Day/Year</b>  9/11/02 <hr/> <b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i>  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <i>(give title below)</i>  <input type="checkbox"/> Other <i>(specify below)</i>  Co-Founder, Chairman of the Board and Chief Executive Officer	<b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i>  _____  <b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i>  _____  <b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person
---	---	---

---

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

---

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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
			Code V	Amount	(A) or (D) Price		
Common Stock	9/11/02		J	650,000	D	151,400	D
Common Stock	9/11/02		J	650,000	A	650,000	I (1)
						5,804,949	I (2)

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

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)

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

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>

**Explanation of Responses:**

(1) On September 11, 2002, the reporting person completed the transfer of 650,000 shares of common stock to the Richard E. and Sandra J. Dauch Family Foundation. The reporting person is President of the Foundation. There was no change in the reporting person's beneficial ownership as a result of this transfer.

(2) Dauch Annuity Trust 2004 and Dauch Annuity Trust 2007 hold 3,619,834 shares of common stock. An additional 2,185,115 shares of common stock are held by the Sandra J. Dauch Gift Trust. The reporting person is trustee of Dauch Annuity 2004 and Dauch Annuity Trust 2007. The reporting person's spouse is trustee of the Sandra J. Dauch Gift Trust

/s/ Patrick S. Lancaster	9/13/02
_____	_____
**Signature of Reporting Person	Date

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

\*\* 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 is insufficient, see Instruction 6 for procedure.

