

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
 Form 4
 August 10, 2015

FORM 4

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).

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

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

ONE DAUCH DRIVE
 (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

DETROIT, MI 48211-1198

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/07/2015 | | M | | 10,000 | A | \$ 15.58 |
| Common Stock | 08/07/2015 | | S | | 402 | D | \$ 20.58 |
| Common Stock | 08/07/2015 | | S | | 2,000 | D | \$ 20.59 |
| Common Stock | 08/07/2015 | | S | | 2,400 | D | \$ 20.6 |
| Common Stock | 08/07/2015 | | S | | 200 | D | \$ 20.61 |

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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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(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.

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