

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
 Form 4
 September 23, 2009

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 *
 LANCASTER PATRICK S

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)
 EVP CAO and Secretary

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/21/2009

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	09/21/2009		M		124,856	A	\$ 4.26
Common Stock	09/21/2009		S		499	D	\$ 7.65
Common Stock	09/21/2009		S		11,300	D	\$ 7.64
Common Stock	09/21/2009		S		2,100	D	\$ 7.63
Common Stock	09/21/2009		S		4,301	D	\$ 7.62

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Common Stock	09/21/2009	S	5,600	D	\$ 7.61	126,356	D
Common Stock	09/21/2009	S	4,700	D	\$ 7.6	121,656	D
Common Stock	09/21/2009	S	4,440	D	\$ 7.59	117,216	D
Common Stock	09/21/2009	S	3,900	D	\$ 7.58	113,316	D
Common Stock	09/21/2009	S	5,800	D	\$ 7.57	107,516	D
Common Stock	09/21/2009	S	6,100	D	\$ 7.56	101,416	D
Common Stock	09/21/2009	S	9,700	D	\$ 7.55	91,716	D
Common Stock	09/21/2009	S	17,060	D	\$ 7.54	74,656	D
Common Stock	09/21/2009	S	3,300	D	\$ 7.53	71,356	D
Common Stock	09/21/2009	S	4,000	D	\$ 7.52	67,356	D
Common Stock	09/21/2009	S	9,256	D	\$ 7.51	58,100	D
Common Stock	09/21/2009	S	32,800	D	\$ 7.5	25,300	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)	Date Exercisable Expiration Date	Title
Common Stock	\$ 4.26	09/21/2009		M	124,856	<u>(1)</u> 10/29/2009 <u>(2)</u>	Common Stock 124,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANCASTER PATRICK S ONE DAUCH DRIVE DETROIT, MI 48211-1198			EVP CAO and Secretary	

Signatures

Laura L. Douglas,
Attorney-in-fact

09/23/2009

__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) All options are vested.

(2) All options were exercised at this time due to the October 29, 2009 expiration of these awards.

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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