

BEGLEY CHARLENE T
 Form 4
 May 14, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
BEGLEY CHARLENE T

2. Issuer Name and Ticker or Trading Symbol
Hilton Worldwide Holdings Inc. [HLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7930 JONES BRANCH DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

MCLEAN, VA 22102
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/10/2018		A	V Amount (D) 1,933 (1)	\$ 0 4,236.634	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

CUSIP No. 024061103

Schedule 13G/A

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Item 1(a). **Name of Issuer:**

American Axle & Manufacturing Holdings, Inc.

Item 1(b). **Address of Issuer s Principal Executive Offices:**

One Dauch Drive, Detroit, MI 48211-1198

Item 2(a). **Name of Person Filing:**

Sanda J. Dauch, individually and as trustee of the Richard E. Dauch Trust dated 11-13-91, the Sandra J. Dauch Trust dated November 13, 1991, the Sandra J. Dauch Gift Trust dated May 25, 1998, and as vice president, treasurer and a trustee of the Richard E. and Sandra J. Dauch Family Foundation.

Item 2(b). **Address of Principal Business Office or, if None, Residence:**

1430 Caxambas Court, Marco Island, FL 34145

Item 2(c). **Citizenship:**

United States of America

Item 2(d). **Title of Class of Securities:**

Common Stock, \$0.01 par value per share

Item 2(e). **CUSIP Number:**

024061103

Item 3. **If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with §13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- x **If this statement is filed pursuant to §240.13d-1(c), check this box.**

Item 4. **Ownership.**

- (a) **Amount Beneficially Owned:** 7,285,232 shares of Common Stock
- (b) **Percent of Class:** See Line 11 of the cover sheet. This percentage is calculated based on 75,598,824 shares of Common Stock outstanding as of February 5, 2014, as reported by the Issuer in a Form 10-K filed with the Securities and Exchange Commission on February 7, 2014.
- (c) **Number of shares as to which such person has:**
- (i) Sole power to vote or to direct the vote: Sandra Dauch has sole voting power with respect to stock options to purchase 850,500 shares and as the trustee of the Richard E. Dauch Trust (1,707,859 shares), the Sandra J. Dauch Trust (490,761 shares), the Sandra J. Dauch Gift Trust (3,760,702 shares), and the Dauch Care Trust (433,700 shares).
- (ii) Shared power to vote or to direct the vote: Sandra Dauch has shared voting power with respect to 41,710 shares owned by the Richard E. and Sandra J. Dauch Family Foundation for which Sandra Dauch serves as Vice President, Treasurer and a trustee.
- (iii) Sole power to dispose or to direct the disposition of: Sandra Dauch has sole dispositive power with respect to stock options to purchase 850,500 shares and as the trustee of the Richard E. Dauch Trust (1,707,859 shares), the Sandra J. Dauch Trust (490,761 shares), the Sandra J. Dauch Gift Trust (3,760,702 shares), and the Dauch Care Trust (433,700 shares).
- (iv) Shared power to dispose or to direct the disposition of: Sandra Dauch has shared voting and dispositive power with respect to 41,710 shares owned by the Richard E. and Sandra J. Dauch Family Foundation for which Sandra Dauch serves as President and a trustee.

Item 5. **Ownership of Five Percent or Less of a Class.**

Not applicable

Item 6. **Ownership of More Than Five Percent on Behalf of Another Person.**

Not applicable

Item 7. **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable

Item 8. **Identification and Classification of Members of the Group.**

Not applicable

Item 9. **Notice of Dissolution of Group.**

Not applicable

Item 10. **Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2014

/s/ Harvey Koning
Harvey Koning, as attorney-in-fact for
Sandra J. Dauch

EXHIBIT LIST

Exhibit A Power of Attorney (included as an exhibit to the Schedule 13G filed on September 20, 2013).