BEGLEY CHARLENE T

Form 4 May 14, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

5. Relationship of Reporting Person(s) to

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading **BEGLEY CHARLENE T** Issuer Symbol Hilton Worldwide Holdings Inc. (Check all applicable) [HLT] 3. Date of Earliest Transaction (Last) (First) (Middle) X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 7930 JONES BRANCH DRIVE 05/10/2018 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

MCLEAN, VA 22102

(Zip) (City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of 3. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Beneficially Beneficial Disposed of (D) (D) or (Month/Day/Year) (Instr. 3, 4 and 5) Owned Ownership (Instr. 8) Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 1,933 05/10/2018 \$0 4,236.634 D Α (1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting Owner Name / Maress	Director	10% Owner	Officer	Other			
BEGLEY CHARLENE T 7930 JONES BRANCH DRIVE MCLEAN, VA 22102	X						

Signatures

/s/ Kristin A. Campbell, Attorney-in-Fact 05/14/2018

**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).

Represents deferred share units of the Issuer awarded pursuant to the Hilton 2017 Omnibus Incentive Plan. Each deferred share unit (1) represents one share of Issuer common stock and is fully vested. The underlying shares will be issued to the reporting person upon the earlier to occur of a (i) termination of service as a director and (ii) change in control of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. N="top" STYLE="BORDER-LEFT:1px solid #000000; BORDER-BOTTOM:1px solid #000000; padding-left:8pt">12

Type of Reporting Person

IN

Reporting Owners 2

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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 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. 780).
- (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).

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- (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.

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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.

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Schedule 13G/A

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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

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Schedule 13G/A

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EXHIBIT LIST

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

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