AMERICAN AXLE & MANUFACTURING HOLDINGS INC
Form 4
April 10, 2002

---
FORM 4
---

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

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) o
Holding Company Act of 1935 or Section 30(f) of the Investment Company Ac

| 1. Name and Address of Reporting Person(1) | 2. Issuer Name and Ticker or Trading Symbol | 6. Re |
|---|---|---|
| Shaffer Alan L. | American Axle & Manufacturing Holdings, Inc. (NYSE-AXL) | |
| (Last) (First) (Middle) | 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) | 4. Statement for Month/Year: 3/02 |
| c/o American Axle & Manufacturing Holdings, Inc. 1840 Holbrook Avenue | | |
| (Street) | | 5. If Amendment, Date of Original (Month/Year) |
| Detroit MI 48212 | | 7. In (C X F -- F -- R |
| (City) (State) (Zip) | | |

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

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFI

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | |
|---|---|---|---|---|---|---|
| | | Code | V | Amount | (A) or (D) | Price |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

FORM 4 (CONTINUED) TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALL
(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) | 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) | |
|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date |
| Employee Stock Option (right to buy) | $24.15 | 3/15/02 | A | | 20,000 | | (1) | 1/23/1 |

| 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|
| 138,000 | D | |

Explanation of Responses:

(1) In March 2002, the reporting person was granted an option to purchase 20,000 shares of common stock. The option vests in three annual installments beginning on January 23, 2003.

/s/ Michael K. Simonte 4/10/02

Signature of Reporting Person Date
Attorney in fact

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

(Print or Type Responses)