

Proctor Steven J  
 Form 4  
 December 10, 2010

**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  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 President, AAM - Asia

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/08/2010

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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Common Stock                    | 12/08/2010                           |  | M                              |   |            | 7,500              | \$ 8.85 24,000  | D  |                                   |
| Common Stock                    | 12/08/2010                           |  | S                              |   |            | 410                | \$ 11.72 23,590   | D  |                                   |
| Common Stock                    | 12/08/2010                           |  | S                              |   |            | 2,500              | \$ 11.71 21,090   | D  |                                   |
| Common Stock                    | 12/08/2010                           |  | S                              |   |            | 2,662              | \$ 11.7 18,428  | D  |                                   |
| Common Stock                    | 12/08/2010                           |  | S                              |   |            | 1,528              | \$ 11.69 16,900   | D  |                                   |

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Common Stock 12/08/2010 S 400 D \$ 11.68 16,500 D

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

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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        | Amount or Number of Shares |
|--------------------------------------|---------|------------|--|------|---|-----|-------|------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (right to buy) | \$ 8.85 | 12/08/2010 |  | M    |   |     | 7,500 | (1)              | 04/02/2011      | Common Stock | 7,500                      |

### Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Proctor Steven J<br>ONE DAUCH DRIVE<br>DETROIT, MI 48211-1198 |               |           | President, AAM - Asia |       |

### Signatures

Laura L. Douglas, Attorney-in-fact 12/10/2010  
 \_\_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 vested in three approximately equal annual installments beginning April 2, 2002.

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