

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[illegible]

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FORM 4 (CONTINUED)

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)	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   Expiration
Employee Stock Option (right to buy)	\$ 4.26	5/9/02	X	89,902	(1) 10/29/02

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)
381,040	D	

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Explanation of Responses:

(1) On October 29, 1997, the reporting person was granted an option to purchase 134,856 shares of common stock. The option vests seven years from the date of grant or in five equal annual installments subject to the Company's satisfaction of certain performance criteria each year. After the transactions reported above, no options are vested under this award.

/s/ Michael K. Simonte                      6/10/02

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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)