

Flynn Michael C
Form 3
November 23, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Flynn Michael C

(Last) (First) (Middle)

ONE DAUCH DRIVE

(Street)

DETROIT,Â MIÂ 48211-1198

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/15/2005

3. Issuer Name **and** Ticker or Trading Symbol
AMERICAN AXLE & MANUFACTURING
HOLDINGS INC [AXL]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
VP Procurement

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

6,595 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	04/02/2011	Common Stock	3,300	\$ 8.85	D	Â
Employee Stock Option (right to buy)	Â (3)	01/23/2012	Common Stock	6,030	\$ 24.15	D	Â
Employee Stock Option (right to buy)	Â (4)	01/22/2013	Common Stock	10,000	\$ 23.73	D	Â
Employee Stock Option (right to buy)	Â (5)	02/02/2014	Common Stock	7,500	\$ 38.7	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flynn Michael C ONE DAUCH DRIVE DETROIT, MI 48211-1198	Â	Â	Â VP Procurement	Â

Signatures

Richard G. Raymond,
attorney-in-fact

11/23/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 595 shares acquired through the Company's 401(k) plan as of November 22, 2005

(2) The options are fully vested.

(3) The options are fully vested.

(4) The options vest in three equal annual installments beginning January 22, 2004.

(5) The options vest in three equal annual installments beginning February 2, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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