

AMERICAN AXLE & MANUFACTURING HOLDINGS INC
Form SC 13G
February 14, 2002

SCHEDULE 13G

(RULE 13d-102)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(b), (c)
and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. _____) *

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

024061103

(CUSIP Number)

Year Ended December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

[] Rule 13d-1(b)

[] Rule 13d-1(c)

[X] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not
be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act, but shall be subject to all other provisions of the Act (however, see
the Notes).

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form SC 13G

CUSIP NO. 024061103

13G

PAGE 1 OF 4 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
(Entities Only)

Richard E. Dauch, individually and as trustee for each of Dauch Annuity Trust 2001, Dauch Annuity Trust 2004 and Dauch Annuity Trust 2007

2 Check the Appropriate Box if a Member of a Group (a) []
(See Instructions) (b) []

3 SEC Use Only

4 Citizenship or Place of Organization

United States

| | | |
|--------------|-----------|--------------------------|
| Number of | 5 | Sole Voting Power |
| Shares | 8,566,553 | |
| Beneficially | 6 | Shared Voting Power |
| Owned by | 0 | |
| Each | 7 | Sole Dispositive Power |
| Reporting | 8 | Shared Dispositive Power |
| Person With | 0 | |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

8,566,553

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares []
(See Instructions)

Not Applicable

11 Percent of Class Represented by Amount in Row (9)

17.7%

12 Type of Reporting Person (See Instructions)

IN

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form SC 13G

ITEM 1. NAME OF ISSUER AND ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

(A) NAME OF ISSUER:

This statement relates to the Common Stock, \$0.01 par value per share (the "Common Stock"), of American Axle and Manufacturing Holdings, Inc., a Delaware corporation (the "Issuer").

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The address of the principal executive offices of the Issuer is:

American Axle & Manufacturing Holdings, Inc.
1840 Holbrook Avenue, Detroit, Michigan, 48212-3488

ITEM 2.

PERSON FILING:

(A) IDENTITY OF PERSON FILING:

This statement is being filed by: Richard E. Dauch individually and as trustee for the Dauch Annuity Trust 2001, the Dauch Annuity Trust 2004 and the Dauch Annuity Trust 2007.

(B) ADDRESS OR PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

c/o American Axle & Manufacturing Holdings, Inc.
1840 Holbrook Avenue, Detroit, Michigan, 48212-3488

(C) CITIZENSHIP:

Richard E. Dauch is a citizen of the United States

(D) TITLE OF CLASS OF SECURITIES:

This statement relates to the Issuer's Common Stock, \$0.01 par value per share

(E) CUSIP NUMBER:

024061103

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B) OR 13D-2(B) OR (C), CHECK PERSON FILING IS A:

- (a) / / Broker or dealer registered under Section 15 of the Exchange Act
 - (b) / / Bank as defined in Section 3(a)(6) of the Exchange Act
 - (c) / / Insurance company as defined in Section 3(a)(19) of the Exchange Act
 - (d) / / Investment company registered under Section 8 of the Investment Company Act
 - (e) / / An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
 - (f) / / An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
 - (g) / / A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
 - (h) / / A savings association as defined in Section 3(b) of the Federal Reserve Act
 - (i) / / A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act
 - (j) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(J)
- If this statement is filed pursuant to Rule 13d-1(c), check this box

ITEM 4.

OWNERSHIP.

(A) AMOUNT BENEFICIALLY OWNED: See Item 9 of Cover Page

(B) PERCENT OF CLASS: See Item 11 of Cover Page

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form SC 13G

- (C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
- (I) SOLE POWER TO VOTE OR DIRECT THE VOTE: See Item 5 of the Cover Page
 - (II) SHARED POWER TO VOTE OR DIRECT THE VOTE: See Item 6 of the Cover Page
 - (III) SOLE POWER TO DISPOSE OR TO DIRECT DISPOSITION OF: See Item 7 of the Cover Page
 - (IV) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF: See Item 8 of the Cover Page

Richard E. Dauch owns 1,400 shares of the issuer outright. Richard E. Dauch holds options exercisable within 60 days of 12/31/2001 to acquire 1,307,134 shares of the issuer. Such shares have been included for the purpose of calculating beneficial ownership. Richard E. Dauch is trustee and beneficiary for Dauch Annuity Trust 2001 which owns 3,638,185 shares as at 12/31/01. Richard E. Dauch is trustee and beneficiary for Dauch Annuity Trust 2004 which owns 1,722,796 shares as at 12/31/01. Richard E. Dauch is trustee and beneficiary for Dauch Annuity Trust 2007 which owns 1,897,038 shares as at 12/31/01. In accordance with the provisions of the trust agreements, shares owned by the trusts may be distributed, from time to time, to Richard E. Dauch as beneficiary of the trusts.

- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.
N/A
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.
N/A
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BY THE PARENT HOLDING COMPANY.
N/A
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.
N/A
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP.
N/A
- ITEM 10. CERTIFICATION.
(a) N/A
(b) N/A.

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

Edgar Filing: AMERICAN AXLE & MANUFACTURING HOLDINGS INC - Form SC 13G

correct.

Dated: February 14, 2002

/s/ Patrick S. Lancaster

Signature of Reporting Person

Attorney in fact