

AMERICAN AXLE & MANUFACTURING HOLDINGS INC  
 Form 3  
 August 30, 2002

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 FORM 3  
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U.S. SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549

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 Investment Company Act of 1935 or Section 30(f) of the Investment Company Act of 1935

1. Name and Address of Reporting Person*			2. Date of Event Requiring Statement	
Shanti	Abdallah	F	(Month/Day/Year)	
-----			9-1-02	
(Last)	(First)	(Middle)	-----	
1840 Holbrook Avenue			3. IRS Identification	
-----			Number of	
(Street)			Reporting Person,	
-----			if an Entity	
Detroit	MI	48212	(Voluntary)	
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(City)	(State)	(Zip)	4. Issuer Name and Ticker	
			or Trading Symbol	
			American Axle & Manufacturing	
			Holdings, Inc. - AXL	
			-----	
			5. Relationship of Reporting Person	
			to Issuer (Check all applicable)	
			Director 10% Owner	
			-----	
			X Officer (give title)	
			----- Vice President	
			Procurement, Information	
			Technology & CIO	
			Other (specify below)	
			-----	

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 (Instr. 5)
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FORM 3 (CONTINUED)

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)	3. Title and Amount of Securities Underlying Derivative Securities (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	
	Date Exercisable	Expiration Date	Title	
			Amount or Number of Shares	
Employee Stock Option (Right to Buy)	(1)	12/7/09	Common Stock 35,000	\$13.13
Employee Stock Option (Right to Buy)	(2)	4/2/11	Common Stock 7,000	\$ 8.85
Employee Stock Option (Right to Buy)	(3)	1/23/12	Common Stock 12,000	\$24.15

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

(1) In December 1999, the reporting person was granted an option to purchase 70,000 shares of common stock in four annual installments beginning on December 7, 2000. No options are vested under this agreement.

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- (2) In April 2001, the reporting person was granted an option to purchase 10,000 shares of common in three annual installments beginning on April 2, 2002. A total of 300 options are vested un
- (3) In March 2002, the reporting person was granted an option to purchase 12,000 shares of common in three annual installments beginning on January 23, 2003.

/s/ Mic  
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\*\*Signa

- \* 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).

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)

POWER OF ATTORNEY

Know all men by these presents that ABDALLAH F. SHANTI does hereby make, constitute and appoint Patrick S. Lancaster and Michael K. Simonte as true and lawful attorneys-in-fact of the undersigned with full powers of substitution and revocation, and each such attorney-in-fact may act independently, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and in any other corporate or partnership capacity the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to any investments of ABDALLAH F. SHANTI in the common stock of American Axle & Manufacturing Holdings, Inc. (including any amendments or supplements to any reports or schedules previously filed by such person) pursuant to Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation Schedules 13D and statements on Form 3, Form 4 and Form 5.

/s/ ABDALLAH F. SHANTI  
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Name: ABDALLAH F. SHANTI

Dated as of August 23, 2002

State of Michigan  
County of Wayne

On August 23, 2002, before me, the undersigned, a Notary Public of said State, duly commissioned and sworn, personally appeared ABDALLAH F. SHANTI proved to me on the basis of satisfactory evidence to be the person who executed the within instrument in his individual capacity.

In witness whereof, I have hereunto set my hand and affixed by official seal the day and year in this certificate first above written.

Notary Public

RICHARD G. RAYMOND  
NOTARY PUBLIC, WAYNE COUNTY, MI  
MY COMMISSION EXPIRES JAN. 1, 2004

/s/ RICHARD G. RAYMOND  
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RICHARD G. RAYMOND  
NOTARY PUBLIC, WAYNE COUNTY, MI

