

FORM 4

OMB APPROVAL
 OMB Number: 3235-0287
 Estimated average burden
 hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
 SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
 Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Kemp Terri M. <small>(Last) (First) (Middle)</small> ONE DAUCH DRIVE <small>(Street)</small> DETROIT, MI 48211 <small>(City) (State) (Zip)</small>	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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior VP Human Resources
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/9/2023</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	8/9/2023		S		40,000	D	\$8	216,961	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

Remarks:
 Exhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kemp Terri M. ONE DAUCH DRIVE DETROIT, MI 48211			Senior VP Human Resources	

Signatures

/s/ Kristen M. Netschke, by POA from Terri M. Kemp

8/11/2023

**Signature of Reporting Person

Date

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

* 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).

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

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.

POWER OF ATTORNEY

As of this 11th day of August, 2023, Terri M. Kemp appoints Matthew K. Paroly, Kristen M. Netschke, Dawn M. Ledbetter and Diane Woloszyk, signing singly, with full power of substitution and resubstitution, as her true and lawful attorneys-in-fact to:

- (1) prepare and execute on her behalf, in her capacity as an officer of American Axle & Manufacturing Holdings, Inc. (AAM), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (Exchange Act), and any other forms or reports that she may be required to file in connection with her ownership, acquisition or disposition of securities of AAM;
- (2) do and perform any and all acts for and on her behalf in order to execute any Form 3, 4, or 5, or other form or report, and timely file the form or report with the U.S. Securities and Exchange Commission (SEC) and any stock exchange or similar authority; and
- (3) take any other action, which, in the opinion of the attorney-in-fact, may be in the interest of or legally required by the undersigned relative to her status as a Section 16 filer.

The undersigned hereby grants to each attorney-in-fact full power and authority to perform any act necessary to exercise the rights and powers granted herein, as fully as she could do if personally present, with full power of substitution or revocation. The undersigned acknowledges that the attorney-in-fact is not assuming, nor is AAM assuming, any of her responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to her holdings of and transactions in securities issued by AAM, unless earlier revoked by the undersigned in a signed writing delivered to the attorneys-in-fact.

This Power of Attorney is executed effective as of the date set forth above.

/s/ Terri M. Kemp
Terri M. Kemp
