

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-28** | Period of Report: **2013-01-23**  
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### REPORTING OWNER

#### Howell Keith J

CIK: **1492859**

Type: **4/A** | Act: **34** | File No.: **001-13696** | Film No.: **13552061**

Mailing Address

9227 CENTRE POINTE  
DRIVE

WEST CHESTER OH 45069

### ISSUER

#### AK STEEL HOLDING CORP

CIK: **918160** | IRS No.: **311401455** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3312** Steel works, blast furnaces & rolling mills (coke ovens)

Mailing Address

9227 CENTRE POINTE  
DRIVE

WEST CHESTER OH 45069

Business Address

9227 CENTRE POINTE  
DRIVE

WEST CHESTER OH 45069  
5134255000

# FORM 4

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**

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Howell Keith J</b>			2. Issuer Name and Ticker or Trading Symbol <b>AK STEEL HOLDING CORP [AKS]</b>		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) <b>V.P. Operations</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/23/2013</b>			
9227 CENTRE POINTE DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year) <b>01/25/2013</b>		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	
(Street)						
WEST CHESTER, OH 45069						
(City)	(State)	(Zip)				

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)			
Common Stock	01/23/2013		A		11,700 <sup>(1)</sup>	A	\$ 0	78,480 <sup>(2)</sup>	D

**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)	3A. Deemed Execution Date, if any (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)		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					
Employee Stock Option (Right to Buy)	\$4.59	01/23/2013		A		15,500 <sup>(3)</sup>		01/23/2014 <sup>(4)</sup>	01/23/2023	Common Stock	15,500 <sup>(5)</sup>	\$ 0	15,500 <sup>(6)</sup>	D
Performance Shares	<sup>(7)</sup>	01/23/2013		A		9,000 <sup>(8) (9)</sup>		12/31/2015	12/31/2015	Common Stock	9,000 <sup>(10) (11)</sup>	\$ 0	9,000 <sup>(12)</sup>	D

**Explanation of Responses:**

- Shares granted were originally under reported by 1,100.
- Balance following transaction were originally under reported by 1,100.
- Options granted were originally under reported by 1,400.
- Options vest in three equal annual installments beginning one year after grant date.
- The underlying security amount was originally under reported by 1,400.
- The balance following the transaction was originally under reported by 1,400.
- Each Performance Share represents a contingent right to receive 0 to 1.5 shares of Common Stock. The conversion rate (0, .5, 1 or 1.5) ultimately applied to these Performance Shares will be determined based on the compounded annual growth rate ("CAGR") of the Common Stock between January 1, 2013 and December 31, 2015 (the "Performance Period").
- Performance shares granted were originally under reported by 800.

9. This represents one half of the Performance Shares which were awarded on January 23, 2013 and are required to be reported at this time because they constitute derivative securities. The other half do not constitute derivative securities and therefore are not required to be reported at this time.
10. The underlying security amount was originally under reported by 800.
11. The number of shares of Common Stock underlying this grant of the Performance Shares will be 0 to 1.5 times the number of Performance Shares granted depending on the CAGR achieved during the Performance Period.
12. The balance following the transaction was originally under reported by 800.

**Signatures**

/s/ Keith J. Howell

\*\* Signature of Reporting Person

01/28/2013

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 Number.**