

WAINSCOTT JAMES L
Form 4
January 22, 2009

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
WAINSCOTT JAMES L

2. Issuer Name and Ticker or Trading Symbol
AK STEEL HOLDING CORP
[AKS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

C/O AK STEEL HOLDING CORP, 9227 CENTRE POINTE DRIVE

(Street)

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

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

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. Code | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|------------|------------|---|--------|---|--|-----------------------------------|
| | | | (Instr. 8) | (Instr. 8) | (A) or (D) | Amount | | | |
| Common Stock | 02/13/2008 | | G | V | 3,000 | D | \$ 0 347,516 | D | |
| Common Stock | 02/14/2008 | | G | V | 9,000 | D | \$ 0 338,516 | D | |
| Common Stock | 04/29/2008 | | G | V | 1,000 | D | \$ 0 337,516 | D | |
| Common Stock | 08/06/2008 | | G | V | 4,000 | D | \$ 0 333,516 | D | |
| | 01/20/2009 | | F | | 21,263 | D | 312,253 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|----------------------|------|---------|---------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 9.54 | | | |
| Common Stock | 01/21/2009 | | A | 91,954 <u>(1)</u> | A | \$ 0 | 404,207 | D |
| Common Stock | 01/21/2009 | | F | 27,541 | D | \$ 9.21 | 376,666 | D |

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

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.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WAINSCOTT JAMES L C/O AK STEEL HOLDING CORP 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069 | X | | Chairman, President & CEO | |

Signatures

/s/ James L. Wainscott 01/22/2009

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

This represents Common Stock which was earned pursuant to a January 19, 2006 grant of Performance Shares. The Common Stock was issued at a conversion rate of 1.5 shares of Common Stock for each Performance Share awarded. Additional shares were awarded for the

- (1) value of any dividends the participant would have been entitled to during the performance period had he held such shares during the performance period. The Performance Shares resulting in the issuance of these shares of Common Stock did not constitute derivative securities. They therefore were not required to be reported and were not reported on a Form 4 at the time of the January 19, 2006 award.

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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