

Reich Kirk W
Form 4
January 25, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Reich Kirk W

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)
9227 CENTRE POINTE DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President & COO

WEST CHESTER, OH 45069

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

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/23/2019		Code V	Amount (1)	(A) or (D) Price		
			A	13,246	A \$ 0	219,552	D
Common Stock	01/23/2019		M	14,929 (2)	A \$ 0	234,481	D
Common Stock	01/23/2019		F	7,988	D \$ 2.655	226,493	D
Common Stock	01/23/2019		A	83,333	A \$ 0	309,826	D
Common Stock	01/23/2019		F	23,625	D \$ 2.655	286,201	D

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

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Shares	(2)	01/23/2019		M	22,450	12/31/2018	12/31/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 2.655	01/23/2019		A	140,056	01/23/2020(3)	01/23/2029	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Reich Kirk W 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069	President & COO

Signatures

/s/ Kirk W.
Reich 01/25/2019

**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).

- (1) This represents Common Stock which was earned pursuant to a January 20, 2016 grant of Performance Shares. The Common Stock was issued at a conversion rate of 0.590 shares of Common Stock for each Performance Share awarded.
- (2) This represents Common Stock which was earned pursuant to a January 20, 2016 grant of Performance Shares. The Common Stock was issued at a conversion rate of 0.665 shares of Common Stock for each Performance Share awarded.
- (3) Options vest in three equal annual installments beginning one year after grant date.

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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