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FERRARA ALBERT E JR

Form 4

January 20, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

(C:tr.)

(Print or Type Responses)

1. Name and Address of Reporting Person * FERRARA ALBERT E JR

(First)

(Street)

(State)

(Middle)

(7:m)

2. Issuer Name and Ticker or Trading

Symbol

AK STEEL HOLDING CORP

[AKS]

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

01/18/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title below)

Sr. V.P., Finance and C. F. O.

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WEST CHESTER, OH 45069

9227 CENTRE POINTE DR

(City)	(State) (Table Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if			of (D)	5. Amount of Securities	6. Ownership Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4	(A) or (D)	Price	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
Common Stock	01/18/2012		A	15,900	A	\$0	106,058	D		
Common Stock	01/18/2012		F	5,270	D	\$ 9.11	100,788	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

I S	Title of Derivative ecurity (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 or 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 Amo Underlying Secu (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
S (Employee Stock Option Right to Buy)	\$ 9.11	01/18/2012		A	21,000	01/18/2013(1)	01/18/2022	Common Stock	21
	Performance Shares	(2)	01/18/2012		A	12,250 (3)	12/31/2014	12/31/2014	Common Stock	12

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FERRARA ALBERT E JR 9227 CENTRE POINTE DR WEST CHESTER, OH 45069

Sr. V.P., Finance and C. F. O.

Signatures

/s/ Albert E. 01/20/2012 Ferrara, Jr.

**Signature of Reporting Date
Person

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) Options vest in three equal annual installments beginning one year after grant date.
- 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) (2) ultimately applied to these Performance Shares will be determined based on the compounded annual growth rate ("CAGR") of the Common Stock between January 1, 2012 and December 31, 2014 (the "Performance Period").
- This represents one half of the Performance Shares which were awarded on January 18, 2012 and are required to be reported at this time (3) because they constitute derivative securities. The other half do not constitute derivative securities and therefore are not required to be reported at this time.
- (4) 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.

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

Reporting Owners 2

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