

AK STEEL HOLDING CORP
 Form 3
 July 22, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â PETERSON SHIRLEY D (Last) (First) (Middle) 9227 CENTRE POINTE DR (Street) WEST CHESTER, Â OH Â 45069 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 07/18/2013 | 3. Issuer Name and Ticker or Trading Symbol AK STEEL HOLDING CORP [AKS] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Sales & Customer Service | 5. If Amendment, Date Original Filed(Month/Day/Year) | 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 |
|---|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 17,365 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|---------------------------|------------|-----------------|---------------------------|-------------------|-------------------|---|
| Employee Stock Option (Right to Buy) | 01/20/2006 | 01/20/2015 | Common Stock | 1,000 | \$ 13.7 | D | Â |
| Employee Stock Option (Right to Buy) | 01/19/2007 | 01/19/2016 | Common Stock | 2,250 | \$ 7.89 | D | Â |
| Employee Stock Option (Right to Buy) | 01/18/2008 | 01/18/2017 | Common Stock | 3,500 | \$ 16.76 | D | Â |
| Employee Stock Option (Right to Buy) | 01/17/2009 | 01/17/2018 | Common Stock | 1,500 | \$ 36.59 | D | Â |
| Employee Stock Option (Right to Buy) | 01/21/2010 | 01/21/2019 | Common Stock | 4,500 | \$ 9.21 | D | Â |
| Employee Stock Option (Right to Buy) | 01/20/2011 | 01/20/2020 | Common Stock | 2,250 | \$ 22.97 | D | Â |
| Employee Stock Option (Right to Buy) | 01/19/2012 ⁽¹⁾ | 01/19/2021 | Common Stock | 3,106 | \$ 14.57 | D | Â |
| Employee Stock Option (Right to Buy) | 01/18/2013 ⁽²⁾ | 01/18/2022 | Common Stock | 5,500 | \$ 9.11 | D | Â |
| Employee Stock Option (Right to Buy) | 01/23/2014 ⁽³⁾ | 01/23/2023 | Common Stock | 5,500 | \$ 4.59 | D | Â |
| Performance Shares | 12/31/2013 | 12/31/2013 | Common Stock | 2,012.5 ⁽⁴⁾ | \$ ⁽⁵⁾ | D | Â |
| Performance Shares | 12/31/2014 | 12/31/2014 | Common Stock | 3,200 ⁽⁶⁾ | \$ ⁽⁷⁾ | D | Â |
| Performance Shares | 12/31/2015 | 12/31/2015 | Common Stock | 3,200 ⁽⁸⁾ | \$ ⁽⁹⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERSON SHIRLEY D 9227 CENTRE POINTE DR WEST CHESTER, OH 45069 | Â | Â | Â VP, Sales & Customer Service | Â |

Signatures

/s/ Eric S.
Petersen

07/22/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.

(2) Options vest in three equal annual installments beginning one year after grant date.

(3) Options vest in three equal annual installments beginning one year after grant date.

(4) This represents one half of the Performance Shares which were awarded on January 19, 2011 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.

(5) 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, 2011 and December 31, 2013 (the "Performance Period").

(6) This represents one half of the Performance Shares which were awarded on January 18, 2012 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.

(7) 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, 2012 and December 31, 2014 (the "Performance Period").

(8) 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.

(9) 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").

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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