

FERRARA ALBERT E JR
 Form 4
 January 24, 2005

FORM 4

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

OMB APPROVAL

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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 *
 FERRARA ALBERT E JR

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)
 703 CURTIS STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/20/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of Finance & CFO

MIDDLETOWN, OH 45043

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

(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 (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/20/2005		A	7,500 A \$ 0	34,000	D	
Common Stock	01/20/2005		A	10,949 A \$ 0	44,949	D	

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

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 (9-02)

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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)	Amount or Number of Shares
Stock Option ⁽¹⁾	\$ 13.7	01/20/2005		A	2,500	01/20/2006 01/20/2015	Common Stock	2,500
Stock Option	\$ 13.7	01/20/2005		A	2,500	01/20/2007 01/20/2015	Common Stock	2,500
Stock Option	\$ 13.7	01/20/2005		A	2,500	01/20/2008 01/20/2015	Common Stock	2,500
Performance Shares	⁽²⁾	01/20/2005		A	5,625 ⁽³⁾	12/31/2007 12/31/2007	Common Stock	5,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERRARA ALBERT E JR 703 CURTIS STREET MIDDLETOWN, OH 45043			VP of Finance & CFO	

Signatures

/s/Albert E.
Ferrara, Jr. 01/24/2005

**Signature of Date
Reporting 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) All stock options vest in three equal annual installments beginning one year after the grant date.
- (2) The conversion rate is 0 to 1.5 Common Shares to 1 Performance Share
- (3) Does not include 5,625 additional Performance Shares which were awarded on the same date but are not currently reportable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.