

AK STEEL HOLDING CORP  
 Form 4  
 January 23, 2006

**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 \*  
**ZIZZO LAWRENCE F**

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)  
**AK STEEL HOLDING CORP, 703  
 CURTIS ST**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/19/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice President Human Resources**

(Street)  
**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)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/19/2006		A		7,500 A \$ 0	30,712	D
Common Stock	01/20/2006		F		1,397 D \$ 7.83	29,315	D

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

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SEC 1474 (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	\$ 7.885	01/19/2006		A	2,500	01/19/2007 01/19/2016	Common Stock	2,500
Stock Option	\$ 7.885	01/19/2006		A	2,500	01/19/2008 01/19/2016	Common Stock	2,500
Stock Option	\$ 7.885	01/19/2006		A	2,500	01/19/2009 01/19/2016	Common Stock	2,500
Performance Shares	(1)	01/19/2006		A	5,625 (1)	12/31/2008 12/31/2008	Common Stock	(1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIZZO LAWRENCE F AK STEEL HOLDING CORP 703 CURTIS ST MIDDLETOWN, OH 45043			Vice President Human Resources	

## Signatures

/s/Lawrence F.  
Zizzo 01/23/2006

        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) The Performance Share award consisted of 5,625 derivative securities and an additional 5,625 Performance Shares which do not constitute derivative securities and are therefore not currently reportable. The 5,625 derivative securities awarded may result in the issuance of shares of common stock in an amount 0 to 1.5 times the amount of derivative securities awarded, depending on the level of performance achieved.

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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