

Barlow Gary T.
Form 3/A
February 07, 2011

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Barlow Gary T.		(Month/Day/Year)	AK STEEL HOLDING CORP [AKS]	
(Last)	(First)	(Middle)	09/01/2010	
9227 CENTRE POINTE DRIVE			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
WEST CHESTER, Â OH Â 45069			<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 & Cust Service	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			09/07/2010	
1. Title of Security		2. Amount of Securities Beneficially Owned		3. Ownership Form:
(Instr. 4)		(Instr. 4)		Direct (D) or Indirect (I) (Instr. 5)
				4. Nature of Indirect Beneficial Ownership (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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

Performance Shares ⁽¹⁾ 12/31/2012 12/31/2012 Common Stock 2,100 ⁽²⁾ ₍₃₎ \$ ⁽⁴⁾ D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barlow Gary T. 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069	Â	Â	Â VP Sales & Cust Service	Â

Signatures

/s/Gary T. 02/04/2011
Barlow

**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) This Form is being amended to report Performance Shares inadvertently omitted from the initial Form 3.
This represents one half of the Performance Shares which were awarded on May 26, 2010 and are required to be reported at this time
- (2) because they constitute derivative securities. The other half do not constitute derivative securities and therefore are not required to be reported at this time.
- (3) 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.
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)
- (4) ultimately applied to these Performance Shares will be determined based on the compounded annual growth rate ("CAGR") of the Common Stock between January 1, 2010 and December 31, 2012 (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. 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.