#### CENTURY ALUMINUM CO

Form 4 March 25, 2015

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 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

burden hours per response... 0.5

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Lair Michelle

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

**CENTURY ALUMINUM CO** [CENX]

(Check all applicable)

Sr. VP Finance & Treasurer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 03/23/2015

Director 10% Owner X\_ Officer (give title Other (specify

C/O CENTURY ALUMINUM COMPANY, ONE SOUTH WACKER DRIVE, SUITE 1000

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

CHICAGO, IL 60606

(City) (State) (Zip)

03/23/2015

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

Code (Instr. 8)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

3,270

352.5075 <sup>(3)</sup>

By 401(k)

Common

Common

Stock

Stock

Α (1) \$0  $38,837^{(2)}$ 

plan

SEC 1474

(9-02)

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

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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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                    | 5.                         | 6. Date Exerc | cisable and     | 7. Title   | and         | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-----------------------|----------------------------|---------------|-----------------|------------|-------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber     |                            | Expiration D  | ate             | Amount of  |             | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code                  | of                         | (Month/Day/   | Year)           | Underly    | ing         | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) Derivative |                            |               |                 | Securities |             | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |                       | Securities Acquired (A) or |               |                 | (Instr. 3  | and 4)      |             | Own    |
|             | Security    |                     |                    |                       |                            |               |                 |            |             |             | Follo  |
|             | •           |                     |                    |                       |                            |               |                 |            |             |             | Repo   |
|             |             |                     |                    |                       | Disposed                   |               |                 |            |             |             | Trans  |
|             |             |                     |                    |                       | of (D)                     |               |                 |            |             |             | (Instr |
|             |             |                     |                    |                       | (Instr. 3,<br>4, and 5)    |               |                 |            |             |             |        |
|             |             |                     |                    |                       |                            |               |                 |            |             |             |        |
|             |             |                     |                    |                       |                            |               |                 | Λ.         | mount       |             |        |
|             |             |                     |                    |                       |                            |               |                 |            | mount       |             |        |
|             |             |                     |                    |                       |                            | Date          | Expiration Date | Title N    | r<br>Jumber |             |        |
|             |             |                     |                    |                       |                            | Exercisable   |                 | Title Numb |             |             |        |
|             |             |                     |                    | C + V                 | (A) (D)                    |               |                 |            |             |             |        |
|             |             |                     | Code V (A) (D)     |                       |                            |               |                 | S          | hares       |             |        |

# **Reporting Owners**

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

Lair Michelle C/O CENTURY ALUMINUM COMPANY ONE SOUTH WACKER DRIVE, SUITE 1000 CHICAGO, IL 60606

Sr. VP Finance & Treasurer

# **Signatures**

/s/ Jesse E. Gary, Attorney-in-Fact for Michelle Lair

03/25/2015

\*\*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).
- Represents time vesting performance share units granted to the Reporting Person in connection with the Issuer's 2015-2017 Long-Term **(1)** Incentive Plan under Rule 16b-3(d), all of which will vest in the ordinary course on the last day of the Plan Period, December 31, 2017.
- Includes unvested time vesting performance share units granted to the Reporting Person pursuant to Issuer's 2013-2015, 2014-2016 and 2015-2017 Long-Term Incentive Plans under Rule 16b-3(d).
- (3) As reported by 401(k) plan trustee on March 20, 2015

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.

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