

CENTURY ALUMINUM CO

Form 424B3

March 17, 2006

**Filed Pursuant to Rule 424(b)(3)  
of the Rules and Regulations  
Under the Securities Act of 1933  
Registration No. 333-121255**

**PROSPECTUS SUPPLEMENT #4 TO PROSPECTUS DATED APRIL 14, 2005  
\$175,000,000**

**1.75% Convertible Senior Notes due August 1, 2024  
and Shares of Common Stock Issuable Upon Conversion of the Notes**

This prospectus supplement supplements the prospectus dated April 14, 2005, which forms a part of the Post-Effective Amendment No. 1 to Form S-1 on Form S-3 Registration Statement (Registration No. 333-121255) that we filed with the Securities and Exchange Commission on March 25, 2005. The prospectus and this prospectus supplement relate to resales of our 1.75% Convertible Senior Notes due August 1, 2024 and shares of our common stock issuable upon conversion of the notes. The prospectus and this prospectus supplement also relate to the issuance of shares of our common stock upon conversion of the notes by holders other than the selling securityholders identified in the prospectus under Selling Securityholders, unless such issuance qualifies for the exemption under Section 3(a)(9) of the Securities Act of 1933, as amended, or the Securities Act.

The prospectus is hereby supplemented to include the information in the table set forth below, which supplements the information in the Selling Securityholders table included in the prospectus.

We have prepared the table set forth below based on information given to us by or on behalf of the selling securityholders identified in this prospectus supplement on or prior to March 16, 2006. Such selling securityholders, including their transferees, pledgees or donees or their successors, may from time to time offer and sell under the prospectus any or all of the notes and any shares of common stock issued upon conversion of the notes. See Plan of Distribution included in the prospectus. Because the selling securityholders may offer all or some portion of their notes or shares of common stock issued upon conversion of the notes, we cannot provide an estimate as to the principal amount of the notes or the number of shares of the common stock issuable upon conversion of the notes that will be held by the selling securityholders upon termination of any sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or some portion of their notes since the date on which they provided the information regarding their notes under the prospectus or in transactions exempt from the registration requirements of the Securities Act.

You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement updates information in the prospectus. If there is any inconsistency between the information in the prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Selling Securityholder	Principal Amount of Notes Owned	Percentage of Notes Outstanding		Number of Shares of Common Stock Owned Prior to Conversion Before the Offering	Number of Shares of Common Stock Offered Upon Conversion of the	Number of Shares of Common Stock Owned After the
		Before the Offering and Offered for	Principal Amount of Notes Owned After the Offering(2)			
	Sale(1)	Sale	Offering(2)	Offering	Notes(1)(3)	Offering(4)

Gaia Offshore Master Fund, Ltd. (5)	\$ 2,250,000	1.29%
Lyxor/Gaia II Fund Ltd. (6)	\$ 750,000	*

\* Less than one percent

(1) Our registration of the resale of these securities does not necessarily mean that the selling securityholders identified in this prospectus supplement will sell any or all of such securities.

(2) Assumes all of the notes are sold in this offering.

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- (3) The notes are convertible at any time at an initial conversion rate of 32.7430 shares of common stock per \$1,000 principal amount of notes, subject to adjustments for certain events. The initial conversion rate is equivalent to a conversion price of approximately \$30.5409 per share of common stock. Upon conversion, we will deliver cash up to the aggregate principal amount of notes to be converted and, at our election, cash, common stock or a combination thereof in respect of the remainder, if any, of our conversion obligation in excess of the principal amount of notes to be converted. Therefore, holders of the notes may not

receive any shares of our common stock upon conversion, and they only may receive shares of common stock to the extent that the conversion obligation exceeds the principal amount of the notes converted. See Description of the Notes included in the prospectus.

- (4) Assumes all shares of common stock issuable upon conversion of the notes are sold in this offering.
  
- (5) Promethean Asset Management, LLC, a New York limited liability company, which we refer to as Promethean, serves as investment manager to Gaia Offshore Master Fund, Ltd., which we refer to as Gaia, and may be deemed to share beneficial ownership of the securities

beneficially owned by Gaia, as a result of Promethean's power to vote and dispose of securities in Gaia. Promethean disclaims beneficial ownership of the securities beneficially owned by Gaia. James F. O'Brien, Jr. indirectly controls Promethean. Mr. O'Brien disclaims beneficial ownership of the securities beneficially owned by Promethean and Gaia. Gaia has advised us that (a) it is not a registered broker-dealer, (b) it does not control and is not controlled by a registered broker-dealer, (c) it may be deemed to be an affiliate of a registered broker-dealer (Promethean Capital Group LLC) due solely to its being under common control with such registered broker-dealer,

(d) the broker-dealer which is an affiliate of such selling securityholder was not involved in the purchase of the securities and has not been and will not be involved in the ultimate sale of the securities, and (e) it purchased the securities in the ordinary course of its business.

(6) Promethean Asset Management, LLC, a New York limited liability company, which we refer to as Promethean, serves as the trading advisor for Lyxor/Gaia II Fund Ltd., which we refer to as Lyxor, and may be deemed to share beneficial ownership of the securities beneficially owned by Lyxor, as a result of Promethean's power to vote and dispose of securities in Lyxor. Promethean

disclaims  
beneficial  
ownership of  
the securities  
beneficially  
owned by  
Lyxor. James F.  
O'Brien, Jr.  
indirectly  
controls  
Promethean.  
Mr. O'Brien  
disclaims  
beneficial  
ownership of  
the securities  
beneficially  
owned by  
Promethean and  
Lyxor. Lyxor  
has advised us  
that (a) it is not  
a registered  
broker-dealer,  
(b) it does not  
control and is  
not controlled  
by a registered  
broker-dealer,  
(c) it may be  
deemed to be an  
affiliate of a  
registered  
broker-dealer  
(Promethean  
Capital Group  
LLC) due solely  
to its being  
under common  
control with  
such registered  
broker-dealer,  
(d) the  
broker-dealer  
which is an  
affiliate of such  
selling  
securityholder  
was not  
involved in the  
purchase of the



securities and  
has not been and  
will not be  
involved in the  
ultimate sale of  
the securities,  
and (e) it  
purchased the  
securities in the  
ordinary course  
of its business.

**The date of this prospectus supplement is March 17, 2006**