

CENTURY ALUMINUM CO

Form 4

September 10, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Micheltmore Andrew G

2. Issuer Name and Ticker or Trading
Symbol
CENTURY ALUMINUM CO
[CENX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CENTURY ALUMINUM
COMPANY, 1 SOUTH WACKER
DRIVE, SUITE 1000

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2014

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
CHICAGO, IL 60606

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)
Common Stock	09/08/2014		F	(A) or (D) D 2,702 (1) \$ 28.47	26,353 (2)	D	
Common Stock	09/09/2014		A	3,495 (3) \$ 0	29,848 (2)	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Micheltmore Andrew G
C/O CENTURY ALUMINUM COMPANY
1 SOUTH WACKER DRIVE, SUITE 1000
CHICAGO, IL 60606 X

Signatures

/s/ Jesse E. Gary, attorney-in-fact for Andrew G.
Micheltmore

09/09/2014

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 shares withheld by the Issuer in connection with the vesting of grant of Performance Shares made to the Reporting Person
- (1) pursuant to a Rule 16b-3(d) plan to satisfy tax obligations at a net settlement price equal to the closing price on Nasdaq on September 8, 2014, the vesting date.
 - (2) Includes deferred performance share units to the Reporting Person in connection with previous annual grants of Performance Shares made to the Reporting Person pursuant to a Rule 16b-3(d) plan.
 - (3) Annual grant of service based performance shares units made to directors on September 9, 2014, (the "Grant Date") pursuant to Rule 16b-3(d) plan, all of which vests on the one year anniversary of the Grant Date or upon the earlier occurrence of certain other events.

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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