

CENTURY ALUMINUM CO

Form 4

January 04, 2017

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 *
Lair Michelle

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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2016

____ Director
 Officer (give title below) Sr. VP Finance & Treasurer
____ 10% Owner
____ Other (specify below)

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

(Street)

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

CHICAGO, IL 60606

(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	12/31/2016		F	(A) or (D) D	\$ 1,407 (1) 8.56 47,745 (2)	D	
Common Stock	01/01/2017		A	A	\$ 0 6,735 (3) 54,480 (4)	D	
Common Stock					352.5075 (5)	I	By 401(k) plan

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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

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

01/04/2017

**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) Reports shares withheld by the Issuer to satisfy tax obligations in connection with the vesting of performance share units granted to the Reporting Person.
- (2) Includes unvested time vesting performance share units granted to the Reporting Person pursuant to Issuer's 2015-2017 and 2016-2018 Long-Term Incentive Plans under Rule 16b-3(d).
- (3) Represents time vesting performance share units granted to the Reporting Person in connection with the Issuer's 2017-2019 Long-Term 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, 2019.
- (4) Includes unvested performance share units granted to the Reporting Person pursuant to Issuer's 2015-2017, 2016-2018 and 2017-2019 Performance Share Programs under a Rule 16b-3(d) plan.
- (5) As reported by 401(k) plan trustee on December 30, 2016

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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