

KAISER ALUMINUM CORP

Form 4

March 07, 2013

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

OMB APPROVAL

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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 \*  
ELLSWORTH MELINDA C

(Last) (First) (Middle)

C/O KAISER ALUMINUM  
CORP., 27422 PORTOLA  
PARKWAY SUITE 200

(Street)

FOOTHILL RANCH, CA 92610

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
KAISER ALUMINUM CORP  
[KALU]3. Date of Earliest Transaction  
(Month/Day/Year)  
03/05/20134. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
VP & Treasurer6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 03/05/2013                              |                                                             | A                                       | 1,116<br>(1)                                                            | A \$ 0 (1) 5,596                                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 03/05/2013                              |                                                             | A                                       | 702 (2)                                                                 | A \$ 0 (2) 6,298                                                                                                   | D                                                                    |                                                                   |

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|                                                      |            |                  |     |   |             |       |   |                                                     |
|------------------------------------------------------|------------|------------------|-----|---|-------------|-------|---|-----------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 03/05/2013 | F <sup>(3)</sup> | 309 | D | \$<br>61.12 | 5,989 | D |                                                     |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 03/05/2013 | F <sup>(4)</sup> | 670 | D | \$<br>61.12 | 5,319 | D |                                                     |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |                  |     |   |             | 2,399 | I | By The<br>Ellsworth<br>Revocable<br>Living<br>Trust |

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                                  | Relationships                    |
|-----------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                 | Director 10% Owner Officer Other |
| ELLSWORTH MELINDA C<br>C/O KAISER ALUMINUM CORP.<br>27422 PORTOLA PARKWAY SUITE 200<br>FOOTHILL RANCH, CA 92610 | VP & Treasurer                   |

## Signatures

/s/ Cherrie I. Tsai, with power of attorney for Melinda C.  
Ellsworth

03/07/2013

\_\_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).
- Grant to the reporting person effective as of March 5, 2013, of restricted stock under the Kaiser Aluminum Corporation Amended and
- (1) Restated 2006 Equity and Performance Incentive Plan. All restrictions will lapse on March 5, 2016 or earlier upon the occurrence of certain specified circumstances.
- Shares earned upon the vesting on March 5, 2013 of certain performance shares granted to the reporting person in 2010 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended. On March 5, 2013, the Registrant's compensation committee certified the performance shares payout multiplier based on the level of achievement by the Registrant of a certain pre-established performance goal for 2010 through 2012.
- (2)
- (3) Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2013 of the above-referenced performance shares.
- (4) Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2013 of certain shares granted to the reporting person in 2010 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended.

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.