

CENTURY ALUMINUM CO

Form 4

July 02, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Glencore AG

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)

BAARERMATTSTRASSE 3, P.O.
BOX 666

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2014

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

BAAR, V8 CH-6341

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock | 06/30/2014 | | C | V Amount (D) Price (1) (2) | 37,083,394 | D (3) | |

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
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SEC 1474
(9-02)

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

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| 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. D S (| |
|---|---|---|---|---|--|--|-----|---|--------------------|-------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Convertible Preferred Stock | (2) | 06/30/2014 | | C | | 139.13 | | (2) | (2) | Common Stock | 13,913 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Glencore AG BAARERMATTSTRASSE 3 P.O. BOX 666 BAAR, V8 CH-6341 | | X | | |
| GLENCORE INTERNATIONAL AG BAARERMATTSTRASSE 3 P.O. BOX 666 BAAR, V8 CH-6341 | | X | | |
| Glencore Xstrata plc BAARERMATTSTRASSE 3 P.O. BOX 666 BAAR, V8 CH-6341 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Andreas Hubmann, Director, GLENCORE AG | 07/02/2014 |
| __Signature of Reporting Person | Date |
| /s/ Stefan Peter, Officer, GLENCORE AG | 07/02/2014 |
| __Signature of Reporting Person | Date |
| /s/ Martin Haering, Officer, GLENCORE INTERNATIONAL AG | 07/02/2014 |
| __Signature of Reporting Person | Date |
| /s/ Wendelin Mueller, Officer, GLENCORE INTERNATIONAL AG | 07/02/2014 |
| __Signature of Reporting Person | Date |
| /s/ John Burton, Company Secretary, GLENCORE PLC | 07/02/2014 |

__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).
- (1) Represents shares of Common Stock acquired upon conversion of 139.13 shares of Series A Convertible Preferred Stock on June 30, 2014.

- Each share of Series A Convertible Preferred Stock is convertible into 100 shares of Common Stock at the times and under the
- (2) circumstances described in the Certificate of Designation for the Series A Convertible Preferred Stock. The Series A Convertible Preferred Stock has no expiration date.

- The shares of Common Stock reported in Table I and the shares of Series A Convertible Preferred Stock reported in Table II are held
- (3) directly by Glencore AG, a direct wholly-owned subsidiary of Glencore International AG, and indirectly by Glencore International AG and its parent, Glencore plc.

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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