

Noranda Aluminum Holding CORP
Form 4
September 19, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Layle Kiplind

2. Issuer Name **and** Ticker or Trading
Symbol
Noranda Aluminum Holding CORP
[NOR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
801 CRESCENT CENTRE
DRIVE, SUITE 600

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2014

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

(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

FRANKLIN, TN 37067

(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)
			Code	V	Amount	(A) or (D)	Price
Common stock	09/17/2014		A		541	A	\$ 0 (1)
restricted stock	09/17/2014		A		681	A	\$ 0 (2)

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
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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
restricted stock	\$ 0	09/17/2014		A	192	04/12/2016 04/12/2016	Common stock	192

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Layle Kiplind 801 CRESCENT CENTRE DRIVE SUITE 600 FRANKLIN, TN 37067	X		CEO	

Signatures

/s/ Gail E. Lehman, Attorney-in-Fact for Layle K. Smith 09/19/2014

__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).

Reports an additional grant of 541 unvested restricted stock relating to Common Stock of the Company in connection with a quarterly dividend of \$0.01 per share, subject to the same vesting schedule of the original grants made on 5/2/14 TBRS (305 DEUs) and 5/2/14 PBRS (236 DEUs), and subject to acceleration upon certain terminations of service.

Reports an additional grant of 681 unvested restricted stock relating to Common Stock of the Company in connection with a quarterly dividend of \$0.01 per share, subject to the same vesting schedule of the original grants made on 3/6/12 TBRS (63 DEUs), 3/6/12 PBRS (282 DEUs), 4/12/13 TBRS (92 DEUs), and 4/12/13 (244 DEUs), and subject to acceleration upon certain terminations of service.

Reports an additional grant of 192 unvested Shareholder Return Performance Based restricted stock relating to Common Stock of the Company in connection with a quarterly dividend of \$0.01 per share, subject to the same vesting schedule of the original grant made on 4/12/13 and subject to acceleration upon certain terminations of service.

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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