

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

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	\$ 6,735 (3) 0	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.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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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