

CENTURY ALUMINUM CO
 Form 4
 May 04, 2009

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 *
 GLENCORE INVESTMENT PTY LTD.

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)
 LEVEL 4, 30 THE ESPLANADE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/04/2009

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

PERTH, C3 6000

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

(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 | 05/04/2009 | | J ⁽¹⁾ | | 28,262,091 | D | <u>(1)</u> 0 |
| Common Stock | 05/04/2009 | | J ⁽¹⁾ | | 1,047 | D | <u>(1)</u> 0 |

See Footnote (3)

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) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Series A Convertible Preferred Stock | (4) | 05/04/2009 | | J(1) | 153,554.66 | (4) | (4) | Common Stock | 0 |
| Stock Options | \$ 7.03 | 05/04/2009 | | J(1) | 1,500 | (5) | (5) | Common Stock | 0 |
| Stock Options | \$ 11.59 | 05/04/2009 | | J(1) | 2,000 | (6) | (6) | Common Stock | 0 |
| Stock Options | \$ 15.87 | 05/04/2009 | | J(1) | 2,000 | (7) | (7) | Common Stock | 0 |
| Stock Options | \$ 15.17 | 05/04/2009 | | J(1) | 2,000 | (8) | (8) | Common Stock | 0 |
| Stock Options | \$ 7.34 | 05/04/2009 | | J(1) | 3,000 | (9) | (9) | Common Stock | 0 |
| Stock Options | \$ 24.1 | 05/04/2009 | | J(1) | 3,000 | (10) | (10) | Common Stock | 0 |
| Stock Options | \$ 26.7 | 05/04/2009 | | J(1) | 3,000 | (11) | (11) | Common Stock | 0 |
| Stock Options | \$ 35.9 | 05/04/2009 | | J(1) | 3,000 | (12) | (12) | Common Stock | 0 |
| Stock Options | \$ 55.06 | 05/04/2009 | | J(1) | 3,000 | (13) | (13) | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GLENCORE INVESTMENT PTY LTD. LEVEL 4, 30 THE ESPLANADE PERTH, C3 6000 | | X | | |

Signatures

/s/ Richard James Marshall, Director /s/ Marc Ocskay,
Director 05/04/2009

__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) The reporting person no longer has reportable beneficial interest in these securities, which were transferred to another wholly-owned subsidiary of Glencore International AG, the reporting persons indirect sole shareholder.
- (2) The shares of common stock reported in Table I and Series A Convertible Preferred Stock reported in Table II are held directly by Glencore Investment Pty Ltd., a wholly-owned subsidiary of Glencore Investment AG, and indirectly by (i) Glencore International AG, the controlling shareholder of Glencore Investment AG, and (ii) Glencore Holding AG, the controlling shareholder of Glencore International AG.
- (3) Represents 1,047 shares of restricted common stock issued on June 25, 2008 to Mr. Willy R. Strothotte, a director of the Issuer, who holds such shares as nominee for the Reporting Person. Shares vest in full on the one year anniversary of the grant date, or if earlier, upon Mr. Strothotte's termination of service as a member of the issuer's board of directors due to death or disability.
- (4) Each share of Series A Convertible Preferred Stock is convertible into 100 shares of the Issuer's common stock at the times and under the circumstances described in the Certificate of Designation for the Series A Convertible Preferred Stock. The Series A Convertible Preferred Stock has no expiration date.
- (5) June 9, 1999 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for the Reporting Person. Options vested and became exercisable in four equal installments ending on the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (6) June 5, 2000 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for the Reporting Person. Options vested and became exercisable in four equal installments ending on the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (7) June 28, 2001 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for the Reporting Person. Options vested and became exercisable in four equal installments ending on the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (8) June 25, 2002 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for the Reporting Person. Options vested and became exercisable in four equal installments ending on the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (9) June 25, 2003 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for the Reporting Person. Options vested and became exercisable in four equal installments ending on the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (10) July 19, 2004 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for the Reporting Person. Options vested and became exercisable in four equal installments ending on the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (11) August 11, 2005 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for the Reporting Person. Options vested and became exercisable in four equal installments ending on the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

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June 12, 2006 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for the
(12) Reporting Person. Options vested and became exercisable in four equal installments ending on the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

May 24, 2007 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for the
(13) Reporting Person. Options vested and became exercisable in four equal installments ending on the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

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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