

KAISER ALUMINUM CORP

Form 4

March 07, 2017

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
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(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)
03/05/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP IR & Corp. Communications

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 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, par value \$0.01 per share	03/05/2017		A	1,017 (1)	A \$ 0 (1) 4,131 (2)	D	
Common Stock, par value \$0.01 per share	03/05/2017		A	1,569 (3)	A \$ 0 (3) 5,700 (2)	D	

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Common
Stock, par
value 03/05/2017 F⁽⁴⁾ 648 D \$ 79.69 5,052 ⁽²⁾ D
\$0.01 per
share

Common
Stock, par
value 03/05/2017 F⁽⁵⁾ 389 D \$ 79.69 4,663 ⁽²⁾ D
\$0.01 per
share

Common
Stock, par
value 5,423 I By
\$0.01 per
share Ellsworth
Revocable
Living
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 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

ELLSWORTH MELINDA C
C/O KAISER ALUMINUM CORP.
27422 PORTOLA PARKWAY SUITE 200
FOOTHILL RANCH, CA 92610

VP IR & Corp. Communications

Signatures

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

03/07/2017

__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).
- Grant to the reporting person effective as of March 5, 2017 of restricted stock units under the Kaiser Aluminum Corporation 2016 Equity and Incentive Compensation Plan. All restrictions will lapse on March 5, 2020 or earlier upon the occurrence of certain specified circumstances.
- (1)
 - (2) Includes 2,085 shares acquired pursuant to grants of restricted stock units.
- Shares earned upon the vesting on March 5, 2017 of certain performance shares granted to the reporting person in 2014 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended. On March 5, 2017, 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 2014 through 2016.
- (3)
 - (4) Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2017 of the above-referenced performance shares.
 - (5) Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2017 of certain shares granted to the reporting person in 2014 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.