

CENTURY ALUMINUM CO
Form 4
June 04, 2008

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 *
Reed Jerry E

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)
06/02/2008

____ Director
 Officer (give title below) _____ Other (specify below)
VP, Business Development

CENTURY ALUMINUM COMPANY, 2511 GARDEN ROAD, BLDG. A, SUITE 200

(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

MONTEREY, CA 93940

(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)			
			Code	V	Amount or Price					
Common Stock	06/01/2008		A		2,500 ⁽¹⁾	A	\$ 0	7,981 ⁽²⁾	D	
Common Stock	06/02/2008		F		537 ⁽³⁾	D	\$ 72.89	7,444 ⁽²⁾	D	
Common Stock								26.7307 ⁽⁴⁾	I	401(k)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reed Jerry E CENTURY ALUMINUM COMPANY 2511 GARDEN ROAD, BLDG. A, SUITE 200 MONTEREY, CA 93940			VP, Business Development	

Signatures

William J. Leatherberry, Attorney-in-Fact for Jerry E. Reed
 Signature: _____ Date: 06/02/2008

**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).
- June 1, 2008, grant of performance share units granted pursuant to a Rule 16b-3(d) plan which are service based performance share units
- (1) entitling the Reporting Person to acquire shares of common stock upon vesting. Performance shares vest one-third on each of the first, second and third anniversaries of the grant date.
 - (2) The amount shown here includes unvested portions of the June 1, 2007, and June 1, 2008, grants of service based performance shares.
 - (3) Reports shares withheld by the Issuer to satisfy tax obligations at a net settlement price equal to the average of the high and low sale price on May 30, 2008, the trading day immediately preceding the vesting date as the vesting day occurred on a day the markets were not open for trading, in connection with service based performance shares granted to the Reporting Person on June 1, 2007, one-third of which vested on June 1, 2008, one-third of which will vest on June 1, 2009 and one-third of which will vest on June 1, 2010.
 - (4) Reported by 401(k) trustee as of May 29, 2008.

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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