

Heyroth Stephen K.
Form 4
January 03, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Heyroth Stephen K.

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)
C/O CENTURY ALUMINUM
COMPANY, 1 S. WACKER
DRIVE, SUITE 1000

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2017

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

(Street)
CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	12/31/2017		F	(A) or (D) 1,201 (1) D \$ 19.64	16,234 (2)	D	
Common Stock	01/02/2018		A	3,434 (3) A \$ 0	19,668 (4)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(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. Nu Deriv Secur Bene Own Follo Repo 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

Heyroth Stephen K.
C/O CENTURY ALUMINUM COMPANY
1 S. WACKER DRIVE, SUITE 1000
CHICAGO, IL 60606

Chief Accounting Officer

Signatures

/s/ Jesse E. Gary, attorney-in-fact for Mr.
Heyroth

01/03/2018

__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 2016-2018 and 2017-2019 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 2018-2020 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, 2020.
- (4) Includes unvested performance share units granted to the Reporting Person pursuant to Issuer's 2016-2018, 2017-2019 and 2018-2020 Performance Share Programs under a Rule 16b-3(d) plan.

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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