

Reed Jerry E  
Form 4  
May 06, 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 \*  
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)  
CENTURY ALUMINUM  
COMPANY, 2511 GARDEN ROAD  
  
(Street)

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

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
VP, Commercial Mgmt & Bus. Dev

MONTEREY, CA 93940

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 Ownership (Instr. 4)
Common Stock	05/04/2009		A	(A) or (D) Code V Amount Price A 16,418 (1)	34,416 (2)	D	
Common Stock					115.7558 (3)	I	401(k)

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.55 <sup>(4)</sup>	05/04/2009		A	14,398	07/01/2011 <sup>(5)</sup> 05/04/2019	Common Stock	14,398

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reed Jerry E CENTURY ALUMINUM COMPANY 2511 GARDEN ROAD MONTEREY, CA 93940			VP, Commercial Mgmt & Bus. Dev	

## Signatures

William J. Leatherberry, Attorney-in-Fact for Jerry E.  
Reed  
Date: 05/06/2009

\*\*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) Reports shares of common stock acquired by the Reporting Person in connection with performance share units granted pursuant to the Issuer's 2009-2011 Performance Share Program (Plan Period) under a Rule 16b-3(d) plan, all of which vest on January 1, 2011, or if earlier, upon the Reporting Person's termination of employment with the Issuer and its subsidiaries due to death, disability, termination other than for cause or other reason approved by the Compensation Committee of the Issuer's Board of Directors.
- (2) Includes unvested shares of performance share units granted to the Reporting Person in connection with the Issuer's 2008-2010 Performance Share Program under a Rule 16b-3(d) plan, all of which vest in the ordinary course on the last day of the 2008-2010 program period (December 31, 2010) and unvested portions of the June 1, 2007 and June 1, 2008 grants of service based performance shares.
- (3) Reported by 401(k) plan trustee on May 5, 2009.
- (4) Represents the average of the high and low price of the Issuer's common stock on the date of grant, May 4, 2009.
- (5) May 4, 2009, grant of employee stock options pursuant to the Issuer's 2009-2011 Performance Share Program under a Rule 16b-3(d). These options vest and become exercisable on July 1, 2011.

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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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