

CENTURY ALUMINUM CO
 Form 4
 July 18, 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 *
 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)
 07/16/2008

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/16/2008 | | P | (1) Amount \$ 62.25 | 13,558,807 | D (2) | |
| Common Stock | 07/16/2008 | | C | (3) Amount 419,986 | 13,978,793 | D (2) | |
| Common Stock | 07/17/2008 | | P | Amount \$ 57.88 | 14,772,293 | D (2) | |
| Common Stock | 07/18/2008 | | P | Amount \$ 54.94 | 14,795,293 | D (2) | |
| Common Stock | | | | | 1,047 | I (4) | By Nominee (4) |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Series A Convertible Preferred Stock | (5) | 07/16/2008 | | C | 4,199.86 | (5) (5) | Common Stock 419,986 |

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 | | |
| GLENCORE INTERNATIONAL AG BAARERMATTSTRASSE 3 BAAR, V8 CH-6341 | | X | | |
| GLENCORE HOLDING AG BAARERMATTSTRASSE 3 BAAR, V8 CH-6341 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Valarie A. Hing as Attorney-in-Fact | 07/18/2008 |
| **Signature of Reporting Person | Date |
| /s/ Valarie A. Hing as Attorney-in-Fact | 07/18/2008 |
| **Signature of Reporting Person | Date |
| Valarie A. Hing as Attorney-in-Fact | 07/18/2008 |

__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).
- (1) Represents shares of common stock purchased by Glencore Investment Pty Ltd. in the registered public offering of the issuer's common stock, which closed on July 16, 2008, at the public offering price of \$62.25 per share

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.
- (2) Represents shares of common stock acquired upon conversion of 4,199.86 shares of Series A convertible preferred stock. Each share of Series A convertible preferred stock is convertible into 100 shares of common stock at the times and under the circumstances described in the Certificate of Designation for the Series A Convertible Preferred Stock.
- (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 Glencore Investment. 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)

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.