

CENTURY ALUMINUM CO
Form 4
August 26, 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 *
BLESS MICHAEL A

(Last) (First) (Middle)

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

(Street)

MONTEREY, CA 93940

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CENTURY ALUMINUM CO [CENX]

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	08/25/2008		P	5,000 A 45.166	33,277 ⁽²⁾	D	
					<u>(1)</u>		

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 Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLESS MICHAEL A CENTURY ALUMINUM COMPANY 2511 GARDEN ROAD, BLDG A, SUITE 200 MONTEREY, CA 93940			Exec. VP and CFO	

Signatures

William J. Leatherberry, Attorney-in-Fact for Michael A. Bless
 08/26/2008

__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 the acquisition of 5,000 shares in various transactions at prices ranging from \$45.10 to \$45.20, resulting in a weighted purchase price of \$45.166. Upon the request of the Securities and Exchange Commission (SEC), the Reporting Person will provide the SEC with full information regarding the number of shares purchased at each separate price.

(2) The amount shown here includes both the vested and unvested portions of the January 23, 2006 grant of service based performance shares which vested one-third on January 22, 2007 and one-third on January 22, 2008 and will vest one-third on January 22, 2009; and includes unvested shares of performance share units granted to the Reporting Person in connection with the Issuer's 2008-2010 Performance Share Program (Plan Period) under a Rule 16b-3(d) plan, all of which vest on the last day of the Plan Period (December 31, 2010), 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.

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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