

Reed Jerry E  
Form 4  
June 03, 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)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP, Commercial Mgmt & Bus. Dev

(Last) (First) (Middle)  
CENTURY ALUMINUM  
COMPANY, 2511 GARDEN ROAD  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/01/2009

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)
				(A) or (D)	Price		
Common Stock	06/01/2009		A	2,500 (1)	36,916 (2)	D	
Common Stock	06/01/2009		F	537 (3)	36,379 (2)	D	
Common Stock	06/01/2009		F	298 (4)	36,081 (2)	D	
Common Stock					115.7558 (5)	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)

**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 Beneficially Owned (Instr. 5)
				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
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

06/03/2009

\_\_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) June 1, 2009 grant of performance shares granted pursuant to a Rule 16b-3(d) plan which are service based performance shares 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) Includes unvested performance shares granted to the Reporting Person in connection with the Issuer's 2008-2010 and 2009-2011 Performance Share Programs which will vest in the ordinary course on December 31, 2010 and January 1, 2011, respectively, and unvested portions of the June 1, 2007 and June 1, 2008 grants of service based performance shares which vest one-third on each of the one, two and three year anniversaries of the grant date.
- (3) Reports shares withheld by the Issuer to satisfy tax obligations at a net settlement price equal to the closing price of the Company's common stock on June 1, 2009, the vesting date, in connection with service based performance shares granted to the Reporting Person on

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June 1, 2007, one third of which vested on June 1, 2008 and June 1, 2009, and third of which will vest on June 1, 2010.

Reports shares withheld by the Issuer to satisfy tax obligations at a net settlement price equal to the closing price of the Company's

(4) common stock on June 1, 2009, the vesting date, in connection with service based performance shares granted to the Reporting Person on June 1, 2008, one-third of which vested on June 1, 2009 and one-third of which will vest on June 1, 2010 and June 1, 2011.

(5) Reported by 401(k) plan trustee on May 29, 2009.

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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