

CENTURY ALUMINUM CO
Form 4
March 21, 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 *
Reed Jerry E

(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)
03/19/2008

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)
VP, Business Development

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/19/2008 | | A | | 1,527 ⁽¹⁾ | A | (1) |
| Common Stock | 03/19/2008 | | F | | 546 ⁽³⁾ | D | \$ 62.85 |
| Common Stock | | | | | 104.92 ⁽⁴⁾ | I | 401(k) |

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 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, BLDG. A, SUITE 200 MONTEREY, CA 93940 | | | VP, Business Development | |

Signatures

William J. Leatherberry, Attorney-in-Fact for Jerry E. Reed
 **Signature of Reporting Person
 Date: 03/20/2008

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 acquired by the Reporting Person upon the vesting of performance share units granted pursuant to the Issuer's 2005-2007 Performance Share Program under a Rule 16b-3(d) plan.
- (2) The amount shown here includes unvested portions of the June 1, 2007 grant of restricted stock which vests in three installments, one-third on each of the one, two and three year anniversaries of the grant date.
- (3) Reports shares withheld by the Issuer in connection with the vesting of performance share units granted to the Reporting Person pursuant to the Issuer's 2005-2007 Performance Share Program to satisfy tax obligations at a net settlement price equal to the average of the high and low sales price on NASDAQ on March 19, 2008, the vesting date.
- (4) Reported by 401(k) trustee as of March 18, 2008.

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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