

CENTURY ALUMINUM CO
Form 4
June 04, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
06/02/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP, Business Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
Common Stock	06/01/2008		A	(A) or (D) Amount 2,500 (1)	\$ 0 7,981 (2)	D	
Common Stock	06/02/2008		F	537 (3)	\$ 72.89 7,444 (2)	D	
Common Stock					26.7307 (4)	I	401(k)

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

**Persons who respond to the collection of
information contained in this form are not**

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 Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)		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

06/02/2008

____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).

- June 1, 2008, grant of performance share units granted pursuant to a Rule 16b-3(d) plan which are service based performance share units
- (1) 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) The amount shown here includes unvested portions of the June 1, 2007, and June 1, 2008, grants of service based performance shares.
- Reports shares withheld by the Issuer to satisfy tax obligations at a net settlement price equal to the average of the high and low sale price on May 30, 2008, the trading day immediately preceding the vesting date as the vesting day occurred on a day the markets were not open for trading, in connection with service based performance shares granted to the Reporting Person on June 1, 2007, one-third of which vested on June 1, 2008, one-third of which will vest on June 1, 2009 and one-third of which will vest on June 1, 2010.
- (3)
- (4) Reported by 401(k) trustee as of May 29, 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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