

GLENCORE HOLDING AG
Form 4
October 13, 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 *
Glencore AG

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)
BAARERMATTSTRASSE 3, PO BOX 666

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/09/2009

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

BAAR, V8 CH-6341

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/09/2009 | | C | | 1,224,170 | A | <u>(1)</u> 30,253,301 |
| | | | | | | D | <u>(2)</u> |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 | (3) | 10/09/2009 | | C | | 12,241.7 | (3) (3) | Common Stock | 1,224,1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Glencore AG BAARERMATTSTRASSE 3 PO BOX 666 BAAR, V8 CH-6341 | | X | | |
| GLENCORE INTERNATIONAL AG BAARERMATTSTRASSE 3 P O BOX 666 BAAR, V8 CH-6341 | | X | | |
| GLENCORE HOLDING AG BAARERMATTSTRASSE 3 P.O. BOX 666 BAAR, V8 CH-6341 | | X | | |

Signatures

| | |
|---|------------|
| GLENCORE AG, by: /s/ Stefan Peter, Officer, /s/ Gary Fegel, Officer | 10/09/2009 |
| __Signature of Reporting Person | Date |
| GLENCORE INTERNATIONAL AG, by: /s/ Lotti Grenacher Hagmann, Officer, /s/ Stuart Cutler, Officer | 10/09/2009 |
| __Signature of Reporting Person | Date |
| GLENCORE HOLDING AG, by: /s/ Ivan Glasenberg, Officer, /s/ Andreas Hubmann, Officer | 10/09/2009 |
| __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) Represents shares of common stock acquired upon conversion of 12,241.70 shares of Series A Convertible Preferred Stock on October 9, 2009. Each share of Series A Convertible Preferred Stock is convertible into 100 shares of common stock at the times and under the

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circumstances described in the Certificate of Designation for the Series A Convertible Preferred Stock.

The shares of common stock reported in Table I and Series A Convertible Preferred Stock reported in Table II are held directly by

- (2) Glencore AG, a direct wholly-owned subsidiary of Glencore International AG, and indirectly by Glencore International AG and its controlling shareholder, Glencore Holding AG.

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

- (3) circumstances described in the Certificate of Designation for the Series A Convertible Preferred Stock. The Series A Convertible Preferred Stock has no expiration date.

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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