

CENTURY ALUMINUM CO

Form 4

January 03, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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, P.O.
BOX 1301

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2016

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

(Street)

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
X 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)
Common Stock	12/31/2016		C	V Amount (D) Price 75,253 A <u>(1)</u> <u>(2)</u>	37,443,415	D <u>(3)</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
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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)		8. D S (	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	(2)	12/31/2016		C		752.53		(2)	(2)	Common Stock	75,253

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Glencore AG BAARERMATTSTRASSE 3 P.O. BOX 1301 BAAR, V8 CH-6341		X		
GLENCORE INTERNATIONAL AG BAARERMATTSTRASSE 3 P.O. BOX 1301 BAAR, V8 CH-6341		X		
Glencore plc BAARERMATTSTRASSE 3 P.O. BOX 1301 BAAR, V8 CH-6341		X		

Signatures

GLENCORE AG By: /s/ David Streule, Officer	01/03/2017
_____ **Signature of Reporting Person	Date
GLENCORE AG By: /s/ Martin Haering, Director	01/03/2017
_____ **Signature of Reporting Person	Date
GLENCORE INTERNATIONAL AG By: /s/ Andreas Hubmann, Director	01/03/2017
_____ **Signature of Reporting Person	Date
GLENCORE INTERNATIONAL AG By: /s/ Shaun Teichner, Officer	01/03/2017
_____ **Signature of Reporting Person	Date
GLENCORE PLC By: /s/ Ivan Glasenberg, Director	01/03/2017

__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 752.53 shares of Series A Convertible Preferred Stock on December 31, 2016.

Each share of Series A Convertible Preferred Stock is convertible into 100 shares of Common Stock at the times and under the
- (2) circumstances described in the Certificate of Designation for the Series A Convertible Preferred Stock. The Series A Convertible Preferred Stock has no expiration date.
- (3) The shares of Common Stock reported in Table I and the shares of Series A Convertible Preferred Stock reported in Table II are held directly by Glencore AG, a direct wholly-owned subsidiary of Glencore International AG, and indirectly by Glencore International AG and its parent, Glencore plc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.