

Reed Jerry E  
Form 4  
March 10, 2010

**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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/08/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Commercial Mgmt & Bus. Dev

CENTURY ALUMINUM COMPANY, 2511 GARDEN ROAD

(Street)

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

MONTEREY, CA 93940

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/08/2010		A		4,149 (1)	A	(1)
Common Stock	03/08/2010		F		1,937 (3)	A	\$ 15.03 (3)
Common Stock					115,7558 (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 Owned Following Transaction (Instr. 6)
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## 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  
 Signature: \_\_\_\_\_ Date: 03/10/2010

\*\*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 by the Reporting Person upon the vesting of performance share units granted pursuant to the Issuer's 2007-2009 Performance Share Program under a Rule 16b-3(d) plan.  
Includes unvested shares of performance share units granted to the Reporting Person in connection with the Issuer's 2008-2010 and 2009-2011 Performance Share Program Periods under a Rule 16b-3(d) plan, all of which 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 in connection with vesting of performance share units granted to the Reporting Person pursuant to the Issuer's 2007-2009 Performance Share Program to satisfy tax obligations at a net settlement price equal to the closing price on Nasdaq on March 8, 2010, the vesting date.
- (4) Reported by 401(k) plan trustee on March 5, 2010.

## Edgar Filing: Reed Jerry E - Form 4

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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