

Noranda Aluminum Holding CORP
 Form 4
 May 31, 2013

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 *
MAHONEY ROBERT B

2. Issuer Name and Ticker or Trading Symbol
 Noranda Aluminum Holding CORP
 [NOR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 801 CRESCENT CENTRE DRIVE, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/29/2013

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

FRANKLIN, TN 37067

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)
restricted stock units	05/29/2013		A	V	71.4714	A	
					\$ 0 (1)		
					7,665.2997 (2)	D	
restricted stock	05/29/2013		A		217.0496	A	
					\$ 0 (3)		
					23,278.5693 (4)	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
restricted stock	\$ 0	05/29/2013		A	197.6471	04/12/2016	04/12/2016	Common stock	197.6471 (5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MAHONEY ROBERT B
801 CRESCENT CENTRE DRIVE
SUITE 600
FRANKLIN, TN 37067

CFO

Signatures

/s/ Gail E. Lehman, Attorney-in-Fact for Robert B. Mahoney

05/31/2013

__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) Reports an additional grant of 71.4714 unvested Time -Based restricted stock units relating to Common Stock of the Company in connection with a quarterly dividend of \$0.04 per share, subject to the same vesting schedule of the original grants (Time-Based RSU) and subject to acceleration upon certain terminations of service.
 - (2) Reports the correct unvested Time-Based restricted stock units total relating to Common Stock of the Company in connection with the initial award of 13,000 on 3/4/2011, which was reported on Form 4. This amount includes DEUs awarded on 11/22/11, 3/21/12, 5/30/12, 8/29/12, 11/28/12, 3/27/13 and 5/29/13; all of which were reported under Form 4 filings.
 - (3) Reports additional grant of 217.0496 unvested restricted stock relating to Common Stock of the Company in connection with a quarterly dividend of \$0.04 per share, subject to the same vesting schedule of the original grant (time-based rs) and subject to acceleration upon certain terminations of service.
 - (4) Reports the correct unvested Time-Based restricted stock total relating to Common Stock of the Company in connection with the initial awards of 13,000 on 3/6/2012, and 13,000 on 4/12/2013, both of which were reported on Form 4, including any DEUs awarded on 3/21/12, 5/30/12, 8/29/2012, 11/28/12, 3/27/2013 and 5/29/2013; all of which were reported under Form 4 filings.
 - (5) Reports an additional grant of 197.6471 unvested Shareholder Return Performance Based restricted stock relating to Common Stock of the Company in connection with a quarterly dividend of \$0.04 per share, subject to the same vesting schedule of the original grants and subject to acceleration upon certain terminations of service.
 - (6) Reports the correct unvested Shareholder Return Performance Based restricted stock total relating to Common Stock of the Company in connection with the initial award of 21,000 on 4/12/2013 as reported on Form 4 dated 04/12/13.

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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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