

Noranda Aluminum Holding CORP  
 Form 4  
 March 10, 2014

**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 \*  
 Croft Scott M

2. Issuer Name and Ticker or Trading Symbol  
 Noranda Aluminum Holding CORP  
 [NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/06/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Pres-Downstream

801 CRESCENT CENTRE DRIVE, SUITE 600

(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

FRANKLIN, TN 37067

(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: Beneficial or Indirect (Instr. 4)
restricted stock	03/06/2014		J	Amount (1) 3,442.6268	\$ 0	D	D
Common stock	03/06/2014		J	Amount (2) 3,442	\$ 0	D	D
Common stock	03/06/2014		F	Amount (3) 911	\$ 4.91	D	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)

displays a currently valid OMB control number.

**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 Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Croft Scott M 801 CRESCENT CENTRE DRIVE SUITE 600 FRANKLIN, TN 37067			Pres-Downstream	

## Signatures

/s/ Gail E. Lehman, Attorney-in-Fact for Scott Croft  
Date: 03/10/2014

\*\*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 the vesting of 3,442.6268 of Time-Based Restricted Stock on 3/6/14, including all DEUs awarded thereon. This is the 2nd year vesting of such TBRes awarded on 3/6/12. This entry is to dispose of the vested portion as restricted stock, and will acquire the same as common stock hereinbelow.
  - (2) Reflects the Common Stock owned after vesting of TB Res awarded on 3/6/12, including any DEUs awarded thereon. Initial filing made on 3/7/12 reported the Res on Table 1 as Restricted Stock. This filing is to accurately reflect the vested shares as Common Stock instead of Restricted Stock. The fractional of .6268 reflected in the line above vested on 3/6/14 and was paid in cash directly to Mr. Croft's brokerage account.
  - (3) Reflects the number of shares withheld to pay for taxes as a result of the vesting which occurred on the 3/6/14 of TB Res.

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.