Noranda Aluminum Holding CORP Form 4

March 26, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kasdin Robert A

2. Issuer Name and Ticker or Trading Symbol

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

below)

Noranda Aluminum Holding CORP

(Check all applicable)

[NONE]

(Last) (First) 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

801 CRESCENT CENTRE DRIVE, SUITE 600

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

03/24/2014

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

FRANKLIN, TN 37067

(City) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect

(I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Amount

or (D) Transaction(s) (Instr. 4) (Instr. 3 and 4)

Price

Common stock

03/24/2014

Code V 5,086,8485 M (1)

4.25

25,409.0048 D

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Nu | umber of | 6. Date Exercisable and | | 7. Title and Amour | |
|---------------------|-------------|---------------------|--------------------|------------|----------------------|-------------------|-------------------------|-----------------|--------------------|------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | nsactionDerivative | | Expiration Date | | Underlying Securit | |
| Security | or Exercise | | any | Code | Securities Acquired | | (Month/Day/Year) | | (Instr. 3 and 4) | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | (A) c | or Disposed of | | | | |
| | Derivative | | | | (D) | | | | | |
| | Security | | | | (Instr. 3, 4, and 5) | | | | | |
| | | | | | | | Date Exercisable | Expiration Date | Title | Amo |
| | | | | Code V | (A) | (D) | Excreisable | Dute | | Shar |
| restricted stock | \$ 0 | 03/24/2014 | | M | | 5,086.8485 (2) | 06/17/2014 | 06/17/2022 | Common stock | 5,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| Kasdin Robert A 801 CRESCENT CENTRE DRIVE SUITE 600 FRANKLIN, TN 37067 | X | | | | | | |

Signatures

Gail E. Lehman, Attorney-in-Fact for Robert A.
Kasdin

03/27/2014

**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 conversion to Common Stock of the 5,000 RSUs granted to Mr. Kasdin on 6/17/13, and all DEUs accrued thereon.
- Reports the vesting of the 5,000 RSUs granted on 6/17/13, and all DEUs accrued thereon, pursuant to an Amendment to the Restricted

 Stock Unit Agreement dated March 24, 2014. Such acceleration was approved by the Board of Directors on 3/23/14 as a result of Mr.

 Kasdin's resignation from Noranda's Board of Directors effective March 26, 2014. The sum of 5,086.8485 converted to Common Stock

Remarks:

on March 24, 2014.

Noranda and Kasdin entered into Amendments to the Restricted Stock Unit Agreements for the grants awarded on 6/17/13 and 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.

Reporting Owners 2