

Noranda Aluminum Holding CORP
 Form 4
 April 15, 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 *
 Lehman Gail E

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)
 04/12/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 General Counsel/Sec/CAO

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 Ownership (Instr. 4)
			Code	V	Amount	Price (A) or (D)	
restricted stock	04/12/2014		J		3,345.2841	D \$ 0 (1)	16,950 D
Common stock	04/12/2014		J		3,345	A \$ 0 (2)	50,236 D
Common stock	04/12/2014		F		916	D \$ 0 (3)	49,320 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (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
Lehman Gail E 801 CRESCENT CENTRE DRIVE SUITE 600 FRANKLIN, TN 37067			General Counsel/Sec/CAO	

Signatures

/s/ Gail E.
Lehman 04/15/2014

**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 the first 25% on the 1 year anniversary of the initial award of 13,000 granted on 4/12/2013, including any applicable DEUS accrued thereon.
Reflects the Common Stock owned after the first vesting of TBRS awarded on 4/12/13 including any DEUs awarded thereon. Initial filing made on 4/12/13 reported the RS on Table 1 as Restricted Stock. This filing is to accurately reflect the vested shares as Common Stock instead of RS. The fractional of .2841 reflected in the line above vested on 4/12/14 and was paid in cash directly to Ms. Lehman's brokerage account.
- (2) Reflects the number of shares withheld to pay for taxes as a result of the vesting which occurred on the 4/12/14 of TBRS and all subsequent DEUs awarded thereon.
- (3) Reflects the number of shares withheld to pay for taxes as a result of the vesting which occurred on the 4/12/14 of TBRS and all subsequent DEUs awarded thereon.

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.