

Noranda Aluminum Holding CORP
 Form 4
 September 19, 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 *
 Smith Layle Kiplind

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)
 09/17/2014

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

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)
				(A) or (D)	Price		
				Code V	Amount		
Common stock	09/17/2014		A	A	\$ 0 (1)	575,522	D
restricted stock	09/17/2014		A	A	\$ 0 (2)	83,561.9999	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)	8. Amount or Number of Shares
restricted stock	\$ 0	09/17/2014		A	192	04/12/2016 04/12/2016	Common stock	192

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Layle Kiplind 801 CRESCENT CENTRE DRIVE SUITE 600 FRANKLIN, TN 37067	X		CEO	

Signatures

/s/ Gail E. Lehman, Attorney-in-Fact for Layle K. Smith
Date: 09/19/2014

**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 an additional grant of 541 unvested restricted stock relating to Common Stock of the Company in connection with a quarterly dividend of \$0.01 per share, subject to the same vesting schedule of the original grants made on 5/2/14 TBRS (305 DEUs) and 5/2/14 PBRS (236 DEUs), and subject to acceleration upon certain terminations of service.

(2) Reports an additional grant of 681 unvested restricted stock relating to Common Stock of the Company in connection with a quarterly dividend of \$0.01 per share, subject to the same vesting schedule of the original grants made on 3/6/12 TBRS (63 DEUs), 3/6/12 PBRS (282 DEUs), 4/12/13 TBRS (92 DEUs), and 4/12/13 (244 DEUs), and subject to acceleration upon certain terminations of service.

(3) Reports an additional grant of 192 unvested Shareholder Return Performance Based restricted stock relating to Common Stock of the Company in connection with a quarterly dividend of \$0.01 per share, subject to the same vesting schedule of the original grant made on 4/12/13 and subject to acceleration upon certain terminations of service.

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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