

Noranda Aluminum Holding CORP
 Form 4
 March 31, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Boyles Dale W

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)
 03/25/2015

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 Chief Financial Officer

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 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)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. De
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Units	(1)	03/25/2015	A		98		(2)	11/05/2022	Common stock	98
Dividend Equivalent Units	(3)	03/25/2015	A		86		(4)	05/02/2024	Common stock	86
Dividend Equivalent Units	(1)	03/25/2015	A		111		(2)	05/02/2024	Common stock	111

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boyles Dale W 801 CRESCENT CENTRE DRIVE SUITE 600 FRANKLIN, TN 37067			Chief Financial Officer	

Signatures

/s/ Gail E. Lehman, Attorney-in-Fact for Dale W. Boyles 03/31/2015

__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) The dividend equivalent units ("DEUs") accrued on previously awarded restricted stock units ("RSUs") and vest in the same manner as the RSUs to which they relate. Each DEU is the economic equivalent of one share of NOR common stock.
- (2) The dividend equivalent units vest at the same time and in the same proportion as the restricted stock they relate to, subject to acceleration upon certain terminations of service.
- (3) The dividend equivalent units ("DEUs") accrued on previously awarded performance shares and vest in the same manner as the performance shares to which they relate. Each DEU is the economic equivalent of one share of NOR common stock.
- (4) The dividend equivalent units vest at the same time and in the same proportion as the performance shares they relate to, subject to acceleration upon certain terminations of service.

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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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