

Noranda Aluminum Holding CORP
 Form 4
 April 14, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/12/2015

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

(Street)
 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 | 04/12/2015 | | M | A | \$ 0 | 465,837 | D |
| Common stock | 04/12/2015 | | F | D | \$ 0 | 458,921 ⁽¹⁾ | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock | (2) | 04/12/2015 | | M | 16,484 | (3) 04/12/2023 | Common stock | 16,484 |

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 | | President and CEO | |

Signatures

/s/ Gail E. Lehman, Attorney-in-Fact for Layle K. Smith
04/14/2015

**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) In addition to reflecting the effect of the reported transactions, the number of shares set forth in this column were adjusted in the reporting person's previous Form 4, filed on March 31, 2015, to correct previous computation errors.
- (2) Each share of restricted stock is the economic equivalent of one share of Issuer common stock.
- (3) On April 12, 2013, the reporting person was granted 63,375 shares of restricted stock. On March 25, 2015, the reporting person was granted 160 additional shares of restricted stock in the form of dividend equivalents that, subsequent to the grant date, vest at the same times, and in the same proportions as the previously granted shares of restricted stock to which the dividend equivalent shares relate. One-third of the outstanding shares of restricted stock vested on April 12, 2015. The remaining shares of restricted stock will vest April 12, 2016.

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.