

Noranda Aluminum Holding CORP
 Form 4
 June 12, 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

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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 *
 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)
 06/10/2015

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Gen Counsel/Sec/Chief Adm Off

FRANKLIN, TN 37067

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 of	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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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)	Security (Instr. 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock	(1)	06/10/2015	A		50		(2)	(2)	Common stock	50	\$ 0
Restricted Stock	(1)	06/10/2015	A		192		(3)	(3)	Common stock	192	\$ 0
Restricted Stock	(1)	06/10/2015	A		284		(4)	(4)	Common stock	284	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lehman Gail E 801 CRESCENT CENTRE DRIVE SUITE 600 FRANKLIN, TN 37067			Gen Counsel/Sec/Chief Adm Off	

Signatures

/s/ Gail E.

Lehman 06/11/2015

**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) Each share of restricted stock is the economic equivalent of one share of Issuer common stock.

This report relates to shares of restricted stock awarded in the form of dividend equivalents on unvested underlying shares of restricted stock awarded on April 12, 2013, and on unvested underlying shares of restricted stock previously awarded as dividend equivalents thereon. Subsequent to the grant date, these shares of restricted stock will vest at the same times, and in the same proportions, as the previously awarded shares of restricted stock to which they relate. The outstanding shares of restricted stock will vest on April 12, 2016.

This report relates to shares of restricted stock awarded in the form of dividend equivalents on unvested underlying shares of restricted stock awarded on May 2, 2014, and on unvested underlying shares of restricted stock previously awarded as dividend equivalents thereon.

(3) Subsequent to the grant date, these shares of restricted stock will vest at the same times, and in the same proportions, as the previously awarded shares of restricted stock to which they relate. One-third of the outstanding shares of restricted stock will vest on May 2, 2016, and the remaining two-thirds will vest on May 2, 2017.

(4)

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This report relates to shares of restricted stock awarded in the form of dividend equivalents on unvested underlying shares of restricted stock awarded on May 18, 2015, and on unvested underlying shares of restricted stock previously awarded as dividend equivalents thereon. Subsequent to the grant date, these shares of restricted stock will vest at the same times, and in the same proportions, as the previously awarded shares of restricted stock to which they relate. One-fourth of the outstanding shares of restricted stock will vest on each of May 18, 2016 and May 18, 2017, and the remaining one-half of the outstanding shares of restricted stock will vest on May 18, 2018.

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.