

Noranda Aluminum Holding CORP
 Form 4
 October 02, 2015

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 *
RICKERTSEN CARL J

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)
 09/30/2015

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

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 or Price		
Common stock	09/30/2015		M		351.71 ⁽¹⁾	A	\$ 0 25,641.71 ⁽¹⁾ D
Common stock	09/30/2015		D ⁽²⁾		0.71 ⁽¹⁾	D	\$ 1.64 25,641 ⁽¹⁾ D
Common stock	09/30/2015		M		51.36 ⁽¹⁾	A	\$ 0 25,692.36 ⁽¹⁾ D
Common stock	09/30/2015		D ⁽²⁾		0.36	D	\$ 1.64 25,692 ⁽¹⁾ D

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

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(9-02)

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 Units	(3)	09/30/2015		M	351.71 (1)	(4) 12/31/2015	Common stock	351.7 (1)
Restricted Stock Units	(3)	09/30/2015		M	51.36 (1)	(5) 01/01/2016(6)	Common stock	51.36 (1)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RICKERTSEN CARL J
801 CRESCENT CENTRE DRIVE
SUITE 600
FRANKLIN, TN 37067

X

Signatures

Gail E. Lehman, Attorney-in-Fact for Carl J. Rickertsen

10/02/2015

__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 number of securities shown in this report reflects the one-for-seven reverse stock split of the Issuer's common stock that occurred on August 25, 2015.
- (2) Represents cash payment to the reporting person in lieu of fractional share.
- (3) Each restricted stock unit is the economic equivalent of one share of Issuer common stock.

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- (4) On December 2, 2014, the reporting person was granted 1,391.6 restricted stock units ("RSUs"). On March 25, 2015 and June 10, 2015, the reporting person was granted 4.6 and 7.9 additional RSUs, respectively, in the form of dividend equivalents that vest at the same time and in the same proportions as the previously granted RSUs. Twenty-five percent of outstanding RSUs vested on each of March 31, 2015, June 30, 2015, and September 30, 2015. The remaining RSUs will vest on December 31, 2015.
- (5) On January 1, 2015, the reporting person was granted 203 restricted stock units ("RSUs"). On March 25, 2015 and June 10, 2015, the reporting person was granted .7 and 1.1 additional RSUs, respectively, in the form of dividend equivalents that vest at the same time and in the same proportions as the previously granted RSUs. Twenty-five percent of outstanding RSUs vested on each of March 31, 2015, June 30, 2015, and September 30, 2015. The remaining RSUs will vest on December 31, 2015.
- (6) The actual expiration date is 12/31/15. However, due to system limitations, the reporting person had to incorrectly indicate a 1/1/16 expiration date in the table.

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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