

Noranda Aluminum Holding CORP
 Form 4
 December 09, 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 *
 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)
 12/07/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and 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)	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. 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
Restricted Stock	(1)	12/07/2015	D(2)				(3)	(3)	Common stock	0.14
Restricted Stock	(1)	12/07/2015	D(2)				(4)	(4)	Common stock	0.21
Restricted Stock	(1)	12/07/2015	D(2)				(5)	(5)	Common stock	0.29
Restricted Stock	(1)	12/07/2015	D(2)				(6)	(6)	Common stock	0.43
Employee stock option (right to buy)	\$ 7.98	12/07/2015	D(7)				(8)	11/12/2019	Common stock	0.43

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

12/09/2015

**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's common stock.

(2) Each of the fractional shares of restricted stock were cancelled by the issuer on December 7, 2015 in exchange for a cash payment equal to the fraction multiplied by \$0.59, the closing market price per share of the Issuer's common stock as reported by OTC Pink Marketplace on December 7, 2015.

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- (3) The reported transaction relates to shares of restricted stock initially granted on April 12, 2013 and additional dividend equivalent shares granted through June 10, 2015. All remaining outstanding shares of restricted stock will vest on April 12, 2016.
- The reported transaction relates to shares of shareholder return performance-based restricted stock initially granted on April 12, 2013 and additional dividend equivalent shares granted through June 10, 2015. The shareholder return performance-based restricted stock vests on the third anniversary of the date of the grant, provided that the price of a share of Issuer common stock is at least \$70.00 for a 20 consecutive trading day period ending on or prior to the third anniversary of the date of the grant.
- (5) The reported transaction relates to shares of restricted stock initially granted on May 2, 2014 and additional dividend equivalent shares granted through June 10, 2015. One-third of the outstanding shares of restricted stock will vest on May 2, 2016, and the remaining two-thirds of the outstanding shares of restricted stock will vest on May 2, 2017.
- (6) The reported transaction relates to shares of restricted stock initially granted on May 18, 2015 and additional dividend equivalent shares granted through June 10, 2015. 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.
- (7) The fractional share underlying the stock option was cancelled by the Issuer on December 7, 2015 in exchange for a cash payment equal to the fraction multiplied by \$0.59, the closing market price per share of the Issuer's common stock as reported by OTC Pink Marketplace on December 7, 2015.
- (8) The reported transaction relates to the employee stock option granted on November 12, 2009. The option has vested.

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.