

ELLSWORTH MELINDA C
Form 4
March 07, 2019

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 *
ELLSWORTH MELINDA C

2. Issuer Name and Ticker or Trading Symbol
KAISER ALUMINUM CORP
[KALU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
VP IR & Corp. Communications

(Last) (First) (Middle)

C/O KAISER ALUMINUM CORP., 27422 PORTOLA PARKWAY SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2019

(Street)

FOOTHILL RANCH, CA 92610

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 Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.01 per share	03/05/2019		A		823 ⁽¹⁾	A \$ 0 ⁽¹⁾	3,711 ⁽²⁾ D
Common Stock, par value \$0.01 per share	03/05/2019		A		1,290 ⁽³⁾	A \$ 0 ⁽³⁾	5,001 ⁽²⁾ D

Common Stock, par value \$0.01 per share	03/05/2019	F	490 ⁽⁴⁾	D	\$ 108.79	4,511 ⁽²⁾	D	
Common Stock, par value \$0.01 per share	03/05/2019	F	369 ⁽⁵⁾	D	\$ 108.79	4,142 ⁽⁶⁾	D	
Common Stock, par value \$0.01 per share						5,742	I	By Ellsworth Revocable Living Trust

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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLSWORTH MELINDA C C/O KAISER ALUMINUM CORP. 27422 PORTOLA PARKWAY SUITE 200 FOOTHILL RANCH, CA 92610			VP IR & Corp. Communications	

Signatures

/s/ Cherrie I. Tsai, with power of attorney for Melinda C.
Ellsworth

03/07/2019

__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) Grant to the reporting person effective as of March 5, 2019 of restricted stock units under the Kaiser Aluminum Corporation 2016 Equity and Incentive Compensation Plan. All restrictions will lapse on March 5, 2022 or earlier upon the occurrence of certain specified circumstances.

(2) Includes 3,711 shares acquired pursuant to grants of restricted stock units.

(3) Shares earned upon the vesting on March 5, 2019 of certain performance shares granted to the reporting person in 2016 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended. On March 5, 2019, the Registrant's compensation committee certified the performance shares payout multiplier based on the level of achievement by the Registrant of certain pre-established performance goals for 2016 through 2018.

(4) Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2019 of the above-referenced performance shares.

(5) Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2019 of certain restricted stock units granted to the reporting person in 2016 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended.

(6) Includes 2,643 shares acquired pursuant to grants of restricted stock units.

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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