

Reed Jerry E
Form 4
March 25, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Reed Jerry E

2. Issuer Name and Ticker or Trading Symbol
CENTURY ALUMINUM CO
[CENX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Business Development

CENTURY ALUMINUM COMPANY, 2511 GARDEN ROAD
(Street)

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

MONTEREY, CA 93940

(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	03/24/2009		A		18,142 ⁽¹⁾	A	26,516 ⁽²⁾ D
Common Stock	03/24/2009		F		8,518 ⁽³⁾	D	\$ 1.97 ⁽³⁾ 17,998 ⁽²⁾ D
Common Stock							73.6144 ⁽⁴⁾ I 401(k)

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Owned Following Transaction (Instr. 5)
				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
Reed Jerry E CENTURY ALUMINUM COMPANY 2511 GARDEN ROAD MONTEREY, CA 93940			VP, Business Development	

Signatures

William J. Leatherberry, Attorney-in-Fact for Jerry E. Reed
 **Signature of Reporting Person
 Date: 03/25/2009

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) Represents shares of common stock acquired by the Reporting Person upon the vesting of performance share units granted pursuant to the Issuer's 2006-2008 Performance Share Program under a Rule 16b-3(d) plan.
Includes unvested shares of performance share units granted to the Reporting Person in connection with the Issuer's 2008-2010 Performance Share Program ("Plan Period") under a Rule 16b-3(d) plan, all of which vest in the ordinary course on the last day of the Plan Period (December 31, 2010) and unvested portions of the June 1, 2007 and June 1, 2008 grants of service based performance shares.
- (3) Reports shares withheld by the Issuer in connection with the vesting of performance share units granted to the Reporting Person pursuant to the Issuer's 2006-2008 Performance Share Program to satisfy tax obligations at a net settlement price equal to the average of the high and low sales price on Nasdaq on March 24, 2009, the vesting date.
- (4) Reported by 401(k) plan trustee on March 23, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: Reed Jerry E - Form 4

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.