

Gary Jesse E
Form 4
March 25, 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 *
Gary Jesse E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Gen. Counsel & Secretary

(Last) (First) (Middle)
C/O CENTURY ALUMINUM COMPANY, ONE SOUTH WACKER DRIVE, SUITE 1000

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2019

CHICAGO, IL 60606

(City) (State) (Zip)

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

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 | 01/28/2019 | | G | V 15,968 (1) D \$ 0 | 100,001 (2) | D | |
| Common Stock | 01/28/2019 | | G | V 15,968 (1) A \$ 0 | 49,044 (1) | I | By Trust |
| Common Stock | 03/25/2019 | | A | 105,256 (3) A \$ 0 | 205,257 (2) | D | |
| Common Stock | 03/25/2019 | | F | 46,624 (4) D \$ 8.23 | 158,633 (2) | D | |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

Gary Jesse E
C/O CENTURY ALUMINUM COMPANY
ONE SOUTH WACKER DRIVE, SUITE 1000
CHICAGO, IL 60606

EVP, Gen. Counsel & Secretary

Signatures

/s/ Jesse E. Gary 03/25/2019

__Signature of Date
Reporting Person

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 transferred by the Reporting Person to a self-settled, revocable trust for estate planning purposes. The Reporting Person serves as the trustee of the trust.
- (2) Includes unvested performance share units granted to the Reporting Person pursuant to Issuer's 2017-2019, 2018-2020 and 2019-2021 Performance Share Programs under a Rule 16b-3(d) plan.
- (3) Represents shares of common stock acquired by the Reporting Person upon the vesting of performance share units granted in connection with the Issuer's 2016-2018 Long-Term Incentive Plan under Rule 16b-3(d).
- (4)

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Reports shares withheld by the Issuer to satisfy tax obligations in connection with the vesting of performance share units granted to the Reporting Person.

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.