

CENTURY ALUMINUM CO
Form 3
July 18, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â GLENORE INVESTMENT
PTY LTD.

(Last) (First) (Middle)

LEVEL 4, 30 THE
ESPLANADE

(Street)

PERTH,Â C3Â 6000

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
07/08/2008

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

11,706,307

D ⁽¹⁾ Â

Common Stock

1,047 ⁽²⁾

I By Nominee ⁽²⁾

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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			(Instr. 4)		Price of	Derivative	
	Date	Expiration	Title	Amount or	Derivative	Security:	
	Exercisable	Date		Number of	Security	Direct (D)	
				Shares		or Indirect	
						(I)	
						(Instr. 5)	
Series A Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	16,000,000	\$ (3)	D (1)	Â
Stock Options	Â (4)	Â (4)	Common Stock	1,500	\$ 7.03	I	By Nominee (4)
Stock Options	Â (5)	Â (5)	Common Stock	2,000	\$ 11.59	I	By Nominee (5)
Stock Options	Â (6)	Â (6)	Common Stock	2,000	\$ 15.87	I	By Nominee (6)
Stock Options	Â (7)	Â (7)	Common Stock	2,000	\$ 15.17	I	By Nominee (7)
Stock Options	Â (8)	Â (8)	Common Stock	3,000	\$ 7.34	I	By Nominee (1)
Stock Options	Â (9)	Â (9)	Common Stock	3,000	\$ 24.1	I	By Nominee (9)
Stock Options	Â (10)	Â (10)	Common Stock	3,000	\$ 26.7	I	By Nominee (10)
Stock Options	Â (11)	Â (11)	Common Stock	3,000	\$ 35.9	I	By Nominee (11)
Stock Options	Â (12)	Â (12)	Common Stock	3,000	\$ 55.06	I	By Nominee (12)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLENCORE INVESTMENT PTY LTD. LEVEL 4, 30 THE ESPLANADE PERTH,Â C3Â 6000	Â	Â X	Â	Â
GLENCORE HOLDING AG BAARERMATTSTRASSE 3 BAAR,Â V8Â CH-6341	Â	Â X	Â	Â

Signatures

/s/ Valarie A. Hing as Attorney-in-Fact for Glencore Investments Pty Ltd

07/18/2008

**Signature of Reporting Person

Date

Valarie A. Hing as Attorney-in-Fact for Glencore Holding AG

07/18/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is being filed jointly by Glencore Investment Pty Ltd. ("Glencore Investment") and Glencore Holding AG. The common stock reported on Table I and the preferred stock reported on Table II are owned directly by Glencore Investment, an indirect wholly-owned subsidiary of Glencore International AG, and indirectly by the Glencore Holding AG, the controlling shareholder of Glencore International AG. Glencore Investment is a wholly-owned subsidiary of Glencore Investments AG, which is a wholly-owned subsidiary of Glencore International AG.

(2) Represents 1,047 shares of restricted common stock issued on June 25, 2008 to Mr. Willy R. Strothotte, a director of the issuer, who holds such shares as nominee for Glencore Investment. Shares vest in full on the one year anniversary of the grant date, or if earlier, upon Mr. Strothotte's termination of service as a member of the issuer's board of directors due to death or disability.

(3) Each share of Series A Convertible Preferred Stock is convertible into 100 shares of the Issuer's common stock at the times and under the circumstances described in the Certificate of Designation for the Series A Convertible Preferred Stock. The Series A Convertible Preferred Stock has no expiration date.

(4) June 9, 1999 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

(5) June 5, 2000 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

(6) June 28, 2001 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

(7) June 25, 2002 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

(8) June 25, 2003 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

(9) July 19, 2004 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

(10) August 11, 2005 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

(11) June 12, 2006 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

(12) May 24, 2007 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

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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