

Harvey Keith
 Form 4
 March 07, 2018

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 *
 Harvey Keith

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & COO

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

(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

FOOTHILL RANCH, CA 92610

(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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 per share | 03/05/2018 | | A | | 3,904 <u>(1)</u> | A | \$ 0 <u>(1)</u> 81,094 <u>(2)</u> D |
| Common Stock, par value \$0.01 per share | 03/05/2018 | | A | | 11,210 <u>(3)</u> | A | \$ 0 <u>(3)</u> 92,304 <u>(2)</u> D |

| | | | | | | | |
|--|------------|------------------|-------|---|--------------|-----------------------|---|
| Common Stock, par value \$0.01 per share | 03/05/2018 | F ⁽⁴⁾ | 4,135 | D | \$ 101.66 | 88,169 ⁽²⁾ | D |
| Common Stock, par value \$0.01 per share | 03/05/2018 | F ⁽⁵⁾ | 2,737 | D | \$ 101.66 | 85,432 ⁽²⁾ | D |

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|---|---|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harvey Keith C/O KAISER ALUMINUM CORP. 27422 PORTOLA PARKWAY SUITE 200 FOOTHILL RANCH, CA 92610 | | | President & COO | |

Signatures

/s/ Cherrie I. Tsai, with power of attorney for Keith
Harvey

03/07/2018

 **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, 2018 of restricted stock units under the Kaiser Aluminum Corporation 2016 Equity and Incentive Compensation Plan. All restrictions will lapse on March 5, 2021 or earlier upon the occurrence of certain specified circumstances.

(2) Includes 43,966 shares acquired pursuant to grants of restricted stock units.

(3) Shares earned upon the vesting on March 5, 2018 of certain performance shares granted to the reporting person in 2015 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended. On March 5, 2018, the Registrant's compensation committee certified the performance shares payout multiplier based on the level of achievement by the Registrant of a certain pre-established performance goal for 2015 through 2017.

(4) Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2018 of the above-referenced performance shares.

(5) Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2018 of certain shares granted to the reporting person in 2015 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended.

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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