

SCHNEIDER STEVE
Form 4
January 04, 2011

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 *
SCHNEIDER STEVE

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)
12/31/2010

____ Director
 Officer (give title below) Sr. VP and Chief Acct. Officer
____ 10% Owner
____ Other (specify below)

CENTURY ALUMINUM COMPANY, 2511 GARDEN ROAD, BLDG A, 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

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 (A) or (D) Price		
Common Stock	12/31/2010			F	551 ⁽¹⁾ D 15.53 44,079 ⁽²⁾	D	
Common Stock	01/01/2011			F	7,735 ⁽³⁾ D 15.53 36,344 ⁽⁴⁾	D	

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 required to respond unless the form

SEC 1474 (9-02)

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 Beneficially (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
SCHNEIDER STEVE CENTURY ALUMINUM COMPANY 2511 GARDEN ROAD, BLDG A, SUITE 200 MONTEREY, CA 93940			Sr. VP and Chief Acct. Officer	

Signatures

Jesse E. Gary, Attorney-in-Fact for Steve Schneider 01/04/2011

**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) 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 2008-2010 Performance Share Program to satisfy tax obligations at a net settlement price equal to the closing price on Nasdaq on December 31, 2010, the vesting date.
- (2) Includes unvested shares of performance share units granted to the Reporting Person in connection with the Issuer's 2009-2011 and 2010-2012 Performance Share Programs under a Rule 16b-3(d) plan, all of which vest in the ordinary course on January 1, 2011 and December 31, 2012, respectively.
- (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 2009-2011 Performance Share Program to satisfy tax obligations at a net settlement price equal to the closing price on Nasdaq on December 31, 2010, the closest trading day preceeding the vesting date as the vesting day, January 1, 2011, occurred on a day the markets were not open for trading.
- (4)

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Includes unvested shares of performance share units granted to the Reporting Person in connection with the Issuer's 2010-2012 Performance Share Program under a Rule 16b-3(d) plan, all of which vest in the ordinary course on December 31, 2012.

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.