

Reed Jerry E
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 *
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)
12/31/2010

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP, Commercial Mgmt & Bus. Dev

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 12/31/2010 | | F | 342 ⁽¹⁾ | D | \$ 15.53 ⁽¹⁾ | 40,519 ⁽²⁾ D |
| Common Stock | 01/01/2011 | | F | 6,311 ⁽³⁾ | D | \$ 15.53 ⁽³⁾ | 34,208 ⁽⁴⁾ D |
| Common Stock | | | | | | | 115,7558 ⁽⁵⁾ I 401(k) |

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. 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, Commercial Mgmt & Bus. Dev | |

Signatures

Jesse E. Gary, Attorney-in-Fact for Jerry E. Reed
 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 and unvested portions of the June 1, 2008 and June 1, 2009 grants of service based performance share units which vest one-third on each of the one, two and three year anniversaries of the grant date.
- (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

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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.

Includes unvested shares of performance share units granted to the Reporting Person in connection with the Issuer's 2010-2012

- (4) Performance Share Program under a Rule 16b-3(d) plan, all of which vest in the ordinary course on December 31, 2012 and unvested portions of the June 1, 2008 and June 1, 2009 grants of service based performance share units which vest one-third on each of the one, two and three year anniversaries of the grant date.
- (5) As reported by 401(k) plan trustee on December 31, 2010.

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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