

GLENCORE HOLDING AG
Form 4
November 02, 2009

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 *
Glencore AG

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)
BAARERMATTSTRASSE 3, P.O.
BOX 666

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2009

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

BAAR, V8 CH-6341

4. 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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| Common Stock | 10/29/2009 | | C | V | Amount: 4,197,527 Price: \$ 34,450,828 | D (2) | |
| Common Stock | 10/30/2009 | | P | V | Amount: 850,000 Price: \$ 8.71 | D (2) | |

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

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SEC 1474
(9-02)

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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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Convertible Preferred Stock | (4) | 10/29/2009 | | C | 41,975.27 | (4) | (4) | Common Stock | 4,197, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Glencore AG BAARERMATTSTRASSE 3 P.O. BOX 666 BAAR, V8 CH-6341 | | X | | |
| GLENCORE INTERNATIONAL AG BAARERMATTSTRASSE 3 P. O. BOX 666 BAAR, V8 CH-6341 | | X | | |
| GLENCORE HOLDING AG BAARERMATTSTRASSE 3 P.O. BOX 666 BAAR, V8 CH-6341 | | X | | |

Signatures

| | |
|--------------------------------------------------------------------------------------------|------------|
| GLENCORE AG, by: /s/ Lotti Grenacher Hagmann, Officer, /s/ Chrstian Wolfensberger, Officer | 11/02/2009 |
| **Signature of Reporting Person | Date |
| GLENCORE INTERNATIONAL AG, by: /s/ Stuart Cutler, Officer, /s/ Steven Kalmin, Officer | 11/02/2009 |
| **Signature of Reporting Person | Date |
| GLENCORE HOLDING AG, by: /s/ Ivan Glasenberg, Director, /s/ Willy R. Strothotte, Director | 11/02/2009 |
| **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) Represents shares of common stock acquired upon conversion of 41,975.27 shares of Series A Convertible Preferred Stock on October 29, 2009. Each share of Series A Convertible Preferred Stock is convertible into 100 shares of common stock at the times and under the circumstances described in the Certificate of Designation for the Series A Convertible Preferred Stock.

(2) The shares of common stock reported in Table I and Series A Convertible Preferred Stock reported in Table II are held directly by Glencore AG, a direct wholly-owned subsidiary of Glencore International AG, and indirectly by Glencore International AG and its controlling shareholder, Glencore Holding AG.

(3) Represents the acquisition of 850,000 shares in multiple separate transactions at prices ranging from \$8.40 to \$8.96, resulting in a weighted average purchase price of \$8.7068. At the request of the Securities and Exchange Commission (SEC), the Reporting Person will provide the SEC with full information regarding the number of shares purchased at each separate price.

(4) 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.

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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