

CENTURY ALUMINUM CO
Form 3
July 18, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GLENCORE INVESTMENT PTY LTD. | | | (Month/Day/Year) | CENTURY ALUMINUM CO [CENX] | |
| (Last) | (First) | (Middle) | 07/08/2008 | | |
| LEVEL 4, 30 THE ESPLANADE | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| PERTH,Â C3Â 6000 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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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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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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) 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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