

GLENCORE HOLDING AG

Form 4

November 02, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/29/2009		C		4,197,527	A	\$ 34,450,828
Common Stock	10/30/2009		P		850,000	A	\$ 8.71 35,300,828

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  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: GLENCORE HOLDING AG - Form 4

**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).

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.

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.

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.

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.

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.