

GLENCORE HOLDING AG
 Form 4
 February 04, 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 INVESTMENT PTY LTD.

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)
LEVEL 4, 30 THE ESPLANADE

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2009

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

(Street)
PERTH, C3 6000

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/03/2009 | | P | V | 13,242,250 \$ 4.5 | A | 28,062,386 D ⁽¹⁾ |
| Common Stock | | | | | 1,047 | I ⁽²⁾ | See Footnote ⁽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) | 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 |
| GLENCORE INVESTMENT PTY LTD. LEVEL 4, 30 THE ESPLANADE PERTH, C3 6000 | | X | | |
| GLENCORE INTERNATIONAL AG LEVEL 4, 30 THE ESPLANADE PERTH, C3 6000 | | X | | |
| GLENCORE HOLDING AG LEVEL4, 30 THE ESPLANADE PERTH, C3 6000 | | X | | |

Signatures

/s/ Valarie A. Hing, Attorney-in-fact for Glencore Investment Pty Ltd. 02/03/2009
 **Signature of Reporting Person Date

/s/ Valarie A. Hing, Attorney-in-fact for Glencore International AG 02/03/2009
 **Signature of Reporting Person Date

/s/ Valarie A. Hing, Attorney-in-fact for Glencore Holdings AG 02/03/2009
 **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) The shares of common stock reported in Table I are held directly by Glencore Investment Pty Ltd., a wholly-owned subsidiary of Glencore Investment AG, and indirectly by (i) Glencore International AG, the controlling shareholder of Glencore Investment AG, and

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(ii) Glencore Holding AG, the controlling shareholder of Glencore International AG.

Represents 1,047 shares of restricted common stock issued on June 25, 2008 to Mr. Willy R. Strothotte, a director of the issuer, who

- (2) 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

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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