

KAISER ALUMINUM CORP

Form 4

March 09, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARNESON JOHN

(Last) (First) (Middle)

C/O KAISER ALUMINUM
CORP., 27422 PORTOLA
PARKWAY SUITE 200

(Street)

FOOTHILL RANCH, CA 92610

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KAISER ALUMINUM CORP
[KALU]

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Sr. VP - Corporate Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 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, par value \$0.01 per share	03/05/2015		A	3,435 (1)	A \$ 0 (1) 20,086	D	
Common Stock, par value \$0.01 per share	03/05/2015		A	2,916 (2)	A \$ 0 (2) 23,002	D	
Common Stock, par	03/05/2015		F(3)	1,126	D \$ 21,876 75.41	D	

value \$0.01
per share

Common
Stock, par
value \$0.01
per share

03/05/2015

F⁽⁴⁾

1,836

D

\$
75.41

20,040

D

Common
Stock, par
value \$0.01
per share

36,252

I

By
Barneson
Family
Trust

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. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 80.01					<u>(5)</u>	04/03/2017	Common Stock, par value \$0.01 per share	2,334

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARNESON JOHN C/O KAISER ALUMINUM CORP. 27422 PORTOLA PARKWAY SUITE 200	Sr. VP - Corporate Development

FOOTHILL RANCH, CA 92610

Signatures

/s/ Cherrie I. Tsai, with power of attorney for John
Barneson

03/09/2015

__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).

Grant to the reporting person effective as of March 5, 2015, of restricted stock under the Kaiser Aluminum Corporation Amended and Restated 2006 Equity and Performance Incentive Plan. All restrictions will lapse on March 5, 2018 or earlier upon the occurrence of certain specified circumstances.

Shares earned upon the vesting on March 5, 2015 of certain performance shares granted to the reporting person in 2012 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended. On March 5, 2015, the Registrant's compensation committee certified the performance shares payout multiplier based on the level of achievement by the Registrant of a certain pre-established performance goal for 2012 through 2014.

Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2015 of the above-referenced performance shares.

Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2015 of certain shares granted to the reporting person in 2012 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended.

Stock option award granted on April 3, 2007 for 2,334 shares of common stock, with one-third of such options vested on each of the first, second and third anniversaries of the grant 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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