

Noranda Aluminum Holding CORP
 Form 4
 March 06, 2014

FORM 4

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

OMB APPROVAL

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

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 *
 Croft Scott M

2. Issuer Name and Ticker or Trading Symbol
 Noranda Aluminum Holding CORP
 [NONE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 801 CRESCENT CENTRE DRIVE, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres-Downstream

FRANKLIN, TN 37067

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)
			Code	V	Amount	(A) or (D)	Price
restricted stock units	03/04/2014		J		7,798.4437 <u>(1)</u>	D	\$ 0 0
Common stock	03/04/2014		J		7,798 <u>(2)</u>	A	\$ 0 65,173 <u>(3)</u>
Common stock	03/04/2014		F		2,064 <u>(4)</u>	D	\$ 0 63,109

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

SEC 1474
 (9-02)

displays a currently valid OMB control number.

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
Croft Scott M 801 CRESCENT CENTRE DRIVE SUITE 600 FRANKLIN, TN 37067			Pres-Downstream	

Signatures

/s/ Gail E. Lehman, Attorney-in-Fact for Scott Croft
03/07/2014

**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) Reflects the final vesting on 3/4/14 of the Time-Based Restricted Stock Units awarded on 3/4/11 and any DEUs awarded thereon. Disposing of the vested stock in this line item and will acquire the same as common stock in the line below.
- (2) Reflects the Common Stock owned after the final vesting of the Time-Based Restricted Stock Units awarded on 3/4/11 including any dividends awarded thereon. Initial filing made on 3/7/11 reported the RSUs on Table 1 as Restricted Stock Units. This filing is to accurately reflect the vested shares as Common Stock instead of RSUs. The Fractional of .4437 reflected in the line above vested on 3/4/14 and was paid in cash directly to Mr. Croft's brokerage account.
- (3) This amount has been corrected to accurately reflect the total of Noranda common stock owned by Mr. Croft.
- (4) Reflects the number of shares withheld to pay for taxes on the final vesting of the 3/4/11 Time-based RSU grant and all subsequent DEUs awarded thereon.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: Noranda Aluminum Holding CORP - Form 4

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.