

Noranda Aluminum Holding CORP
 Form 4
 June 12, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
RICKERTSEN CARL J

2. Issuer Name and Ticker or Trading Symbol
 Noranda Aluminum Holding CORP
 [NOR]

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)
 06/10/2015

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common stock	06/10/2015		A	113 ⁽¹⁾ A \$ 0	115,381	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)
Restricted Stock Units	(2)	06/10/2015		A	55	(3) (3)	Common stock	55 \$ 0
Restricted Stock Units	(2)	06/10/2015		A	8	(4) (4)	Common stock	8 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICKERTSEN CARL J 801 CRESCENT CENTRE DRIVE SUITE 600 FRANKLIN, TN 37067	X			

Signatures

Gail E. Lehman, Attorney-in-Fact for Carl J. Rickertsen
 Date: 06/13/2015

**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).
- (1) The shares reported were issued in lieu of dividend equivalents on restricted stock units (RSUs); the dividends were declared prior to the vesting date of the RSUs but paid after the vesting date.
 - (2) Each restricted stock unit is the economic equivalent of one share of Issuer common stock.
 - (3) This report relates to restricted stock units (RSUs) awarded in the form of dividend equivalents on unvested underlying RSUs awarded on December 2, 2014, and on unvested underlying RSUs previously awarded as dividend equivalents thereon. Subsequent to the grant date, these RSUs will vest at the same times, and in the same proportions, as the previously awarded RSUs to which they relate. One-third of the outstanding RSUs will vest on each of June 30, 2015, September 30, 2015, and December 31, 2015, respectively.
 - (4) This report relates to restricted stock units (RSUs) awarded in the form of dividend equivalents on unvested underlying RSUs awarded on January 1, 2015, and on unvested underlying RSUs previously awarded as dividend equivalents thereon. Subsequent to the grant date, these RSUs will vest at the same times, and in the same proportions, as the previously awarded RSUs to which they relate. One-third of

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the outstanding RSUs will vest on each of June 30, 2015, September 30, 2015, and December 31, 2015, respectively.

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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