

Noranda Aluminum Holding CORP
 Form 4/A
 October 01, 2015

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 *
 Smith Layle Kiplind

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)
 President and CEO

FRANKLIN, TN 37067

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/12/2015

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		
				Code	V	Amount	

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 3)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock	(1)	06/10/2015	A		246		(2)	(2)	Common stock	246	\$ 0
Restricted Stock	(1)	06/10/2015	A		924		(4)	(4)	Common stock	924	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Layle Kiplind 801 CRESCENT CENTRE DRIVE SUITE 600 FRANKLIN, TN 37067	X		President and CEO	

Signatures

/s/ Gail E. Lehman, Attorney-in-Fact for Layle K. Smith
10/01/2015

__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) Each share of restricted stock is the economic equivalent of one share of Issuer common stock.

(2) This report relates to shares of restricted stock awarded in the form of dividend equivalents on unvested underlying shares of restricted stock awarded on April 12, 2013, and on unvested underlying shares of restricted stock previously awarded as dividend equivalents thereon. Subsequent to the grant date, these shares of restricted stock will vest at the same times, and in the same proportions, as the previously awarded shares of restricted stock to which they relate. The outstanding shares of restricted stock will vest on April 12, 2016.

(3) This amendment is being filed solely to correct the number of shares of restricted stock held by the reporting person following the reported transactions. The number of shares shown does not reflect the one-for-seven stock split (the "Reverse Stock Split") of the issuer's common stock that occurred on August 25, 2015. The effect of the Reverse Stock Split will be reflected on the reporting person's Forms 4 that report transactions occurring subsequent to August 25, 2015.

(4) This report relates to shares of restricted stock awarded in the form of dividend equivalents on unvested underlying shares of restricted stock awarded on May 2, 2014, and on unvested underlying shares of restricted stock previously awarded as dividend equivalents thereon. Subsequent to the grant date, these shares of restricted stock will vest at the same times, and in the same proportions, as the previously awarded shares of restricted stock to which they relate. One-third of the outstanding shares of restricted stock will vest on May 2, 2015, and the remaining two-thirds will vest on May 2, 2016.

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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