

FORM 3

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

INITIAL STATEMENT OF 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 * GLENCORE INVESTMENT PTY LTD.			2. Date of Event Requiring Statement (Month/Day/Year) 07/08/2008		3. Issuer Name and Ticker or Trading Symbol CENTURY ALUMINUM CO [CENX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed (Month/Day/Year)	
LEVEL 4, 30 THE ESPLANADE					6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(Street) PERTH, C3 6000						
(City)	(State)	(Zip)				

Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,706,307	D ⁽¹⁾	
Common Stock	1,047 ⁽²⁾	I	By Nominee ⁽²⁾

Table II – Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	<u>(3)</u>	<u>(3)</u>	Common Stock	16,000,000	\$ <u>(3)</u>	D ⁽¹⁾	
Stock Options	<u>(4)</u>	<u>(4)</u>	Common Stock	1,500	\$7.03	I	By Nominee ⁽⁴⁾
Stock Options	<u>(5)</u>	<u>(5)</u>	Common Stock	2,000	\$11.59	I	By Nominee ⁽⁵⁾
Stock Options	<u>(6)</u>	<u>(6)</u>	Common Stock	2,000	\$15.87	I	By Nominee ⁽⁶⁾
Stock Options	<u>(7)</u>	<u>(7)</u>	Common Stock	2,000	\$15.17	I	By Nominee ⁽⁷⁾
Stock Options	<u>(8)</u>	<u>(8)</u>	Common Stock	3,000	\$7.34	I	By Nominee ⁽¹⁾
Stock Options	<u>(9)</u>	<u>(9)</u>	Common Stock	3,000	\$24.1	I	By Nominee ⁽⁹⁾
Stock Options	<u>(10)</u>	<u>(10)</u>	Common Stock	3,000	\$26.7	I	By Nominee ⁽¹⁰⁾
Stock Options	<u>(11)</u>	<u>(11)</u>	Common Stock	3,000	\$35.9	I	By Nominee ⁽¹¹⁾
Stock Options	<u>(12)</u>	<u>(12)</u>	Common Stock	3,000	\$55.06	I	By Nominee ⁽¹²⁾

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 HOLDING AG BAARERMATTSTRASSE 3 BAAR, V8 CH-6341		X		

Explanation of Responses:

- (1) This Form 3 is being filed jointly by Glencore Investment Pty Ltd. ("Glencore Investment") and Glencore Holding AG. The common stock reported on Table I and the preferred stock reported on Table II are owned directly by Glencore Investment, an indirect wholly-owned subsidiary of Glencore International AG, and indirectly by the Glencore Holding AG, the controlling shareholder of Glencore International AG. Glencore Investment is a wholly-owned subsidiary of Glencore Investments AG, which is a wholly-owned subsidiary of Glencore International AG.
- (2) Represents 1,047 shares of restricted common stock issued on June 25, 2008 to Mr. Willy R. Strothotte, a director of the issuer, who 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.
- (3) Each share of Series A Convertible Preferred Stock is convertible into 100 shares of the Issuer's common stock at the times and under the circumstances described in the Certificate of Designation for the Series A Convertible Preferred Stock. The Series A Convertible Preferred Stock has no expiration date.
- (4) June 9, 1999 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (5) June 5, 2000 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (6) June 28, 2001 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (7) June 25, 2002 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (8) June 25, 2003 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (9) July 19, 2004 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (10) August 11, 2005 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (11) June 12, 2006 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.
- (12) May 24, 2007 grant of stock options to Mr. Willy R. Strothotte, a director of the issuer, who holds such options as nominee for Glencore Investment. Options vest and become exercisable in four equal installments on each of (i) the date three months following the date of grant, (ii) the date six months following the date of grant, (iii) the date nine months following the date of grant and (iv) the first anniversary of the date of grant. The options will expire and cease to be exercisable on the tenth anniversary of the date of grant.

Signatures

/s/ Valarie A. Hing as Attorney-in-Fact for Glencore Investments Pty Ltd

07/18/2008

**Signature of Reporting Person

Date

Valarie A. Hing as Attorney-in-Fact for Glencore Holding AG

07/18/2008

**Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 5(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).

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Valarie A. Hing as its lawful attorney in fact and agent, with full power of substitution or revocation, for the undersigned and in the undersigned's name, place and stead, to:

(1) execute and file with the United States Securities and Exchange Commission and any stock exchange or similar authority, for and on its behalf in any and all capacities, any and all reports required to be filed by the Company pursuant to Section 13(d) or Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder, with respect to securities which are or may be deemed to be beneficially owned by the undersigned, including but not limited to reports on Schedule 13D or Schedule 13G and Forms 3, 4 and 5, and any and all amendments to such reports and forms, with all exhibits and any other document or instrument as may be required in connection with the filing of such report or form; and

(2) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform each and every act and thing requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorney in fact, by serving in such capacity at the request of the undersigned, is not assuming any of the responsibilities of the undersigned to comply with Section 13(d) or Section 16 of the Exchange Act. This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of July, 2008.

Glencore Investment Pty Ltd

By: /s/ Marc Ocksay
Name: Marc Ocksay
Title: Director

By: /s/ Steven N. Isaacs
Name: Steven N. Isaacs
Title: Director

Glencore Investments AG

By: /s/ Steven F. Kalmin
Name: Steven F. Kalmin
Title: Director

By: /s/ Andreas P. Hubmann
Name: Andreas P. Hubmann
Title: Director

Glencore AG

By: /s/ Steven F. Kalmin
Name: Steven F. Kalmin
Title: Director

By: /s/ Lotta Grenacher Hagmann
Name: Lotta Grenacher Hagmann
Title: Officer

Glencore International AG

By: /s/ Steven F. Kalmin
Name: Steven F. Kalmin
Title: Director

By: /s/ Lotta Grenacher Hagmann
Name: Lotta Grenacher Hagmann
Title: Officer

Glencore Holding AG

By: /s/ Ivan Glasenberg
Name: Ivan Glasenberg
Title: Director

By: /s/ Willy R. Strothotte
Name: Willy R. Strothotte
Title: Chairman