

BARNESON JOHN

Form 4

March 07, 2013

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KAISER ALUMINUM
CORP., 27422 PORTOLA
PARKWAY SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2013

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

FOOTHILL RANCH, CA 92610

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock, par value \$0.01 per share	03/05/2013		A	3,823 (1)	A \$ 0 (1) 56,270	D	
Common Stock, par value \$0.01 per share	03/05/2013		A	2,404 (2)	A \$ 0 (2) 58,674	D	
Common Stock, par	03/05/2013		F(3)	938	D \$ 57,736 61.12	D	

value \$0.01
per share

Common

Stock, par
value \$0.01
per share

03/05/2013

F(4)

2,206

D

\$
61.12

55,530

D

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
FOOTHILL RANCH, CA 92610

Sr. VP - Corporate Development

Signatures

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

03/07/2013

__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, 2013, of restricted stock under the Kaiser Aluminum Corporation Amended and
- (1) Restated 2006 Equity and Performance Incentive Plan. All restrictions will lapse on March 5, 2016 or earlier upon the occurrence of certain specified circumstances.
- Shares earned upon the vesting on March 5, 2013 of certain performance shares granted to the reporting person in 2010 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended. On March 5, 2013, 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 2010 through 2012.
- (2)
- (3) Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2013 of the above-referenced performance shares.
- (4) Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2013 of certain shares granted to the reporting person in 2010 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended.
- (5) 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. 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.