

KAISER ALUMINUM CORP
Form 8-K
May 01, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 27, 2009

Kaiser Aluminum Corporation

(Exact name of registrant as specified in its charter)

Delaware

000-52105

943030279

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

27422 Portola Parkway, Suite 350, Foothill
Ranch, California

92610

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

949-614-1740

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 27, 2009, Georganne C. Proctor provided a written notice to Kaiser Aluminum Corporation (the "Company") of her decision to resign from the board of directors of the Company, effective April 27, 2009. Ms. Proctor confirmed that her resignation was not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices. A copy of Ms. Proctor's resignation is attached hereto as Exhibit 99.1.

Item 8.01 Other Events.

On May 1, 2009, the Company issued a press release concerning Ms. Proctor's resignation. A copy of the press release is attached hereto as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 - Letter of Resignation dated April 27, 2009.

Exhibit 99.2 - Press release dated May 1, 2009.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Kaiser Aluminum Corporation

May 1, 2009

By: /s/ John M. Donnan

Name: John M. Donnan

Title: Senior Vice President, Secretary and General Counsel

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Exhibit Index

Exhibit No.	Description
99.1	Letter of Resignation dated April 27, 2009.
99.2	Press release dated May 1, 2009.

right-width: 1; border-bottom-width: 1">1. Title of Derivative Security
(Instr. 3)2. Conversion or Exercise Price of Derivative Security3. 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 Beneficially Owned Following Reported Transaction(s)
(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)11. Nature of Indirect Beneficial Ownership
(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stapley Gregory K. 27101 PUERTA REAL, SUITE 450 MISSION VIEJO, CA 92691			V.P.	

Signatures

Daniel H. Walker, as attorney
in fact

01/19/2010

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5(1) trading plan adopted by the reporting person on November 7, 2008.

This transaction was executed in multiple trades at prices ranging from \$17.40 to \$17.43. The price above reflects the weighted average
 - (2) sale price. The reporting person hereby undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) These shares are directly owned by the Stapley Family Trust dated April 25, 2006 and indirectly by Gregory K. Stapley as Trustee of the trust. Gregory K. Stapley is an officer of the issuer.

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.