

KAISER ALUMINUM CORP  
Form 4  
March 08, 2016

**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 \*  
**BARNESON JOHN**

(Last) (First) (Middle)

**C/O KAISER ALUMINUM  
CORP., 27422 PORTOLA  
PARKWAY SUITE 200**

(Street)

**FOOTHILL RANCH, CA 92610**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/20/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/20/2016		F <sup>(1)</sup>		2,811	D	\$ 76.25
Common Stock, par value \$0.01 per share	03/05/2016		A		3,368 <sup>(2)</sup>	A	\$ 0 <sup>(2)</sup>
Common Stock, par value \$0.01 per share	03/05/2016		A		2,922 <sup>(3)</sup>	A	\$ 0 <sup>(3)</sup>

value \$0.01  
per share

Common  
Stock, par  
value \$0.01  
per share

03/05/2016

F(4)

1,127 D

\$  
80.46

22,392

D

Common  
Stock, par  
value \$0.01  
per share

36,252

I

By  
Barneson  
Family  
Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Employee Stock Options (Right to Buy)	\$ 80.01			V	(A)	(5) 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			Sr. VP - Corporate Development	

FOOTHILL RANCH, CA 92610

## Signatures

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

03/08/2016

\_\_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) Shares withheld to satisfy the withholding tax obligations resulting from the recognition of income with respect to the outstanding grants of restricted stock to the reporting person effective March 5, 2013 and March 5, 2014 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended, upon the reporting person reaching age 65 on February 20, 2016 and such shares no longer being subject to a substantial risk of forfeiture for tax purposes.

(2) Grant to the reporting person effective as of March 5, 2016, of restricted stock under the Kaiser Aluminum Corporation Amended and Restated 2006 Equity and Performance Incentive Plan. All restrictions will lapse on March 5, 2019 or earlier upon the occurrence of certain specified circumstances.

(3) Shares earned upon the vesting on March 5, 2016 of certain performance shares granted to the reporting person in 2013 under the Kaiser Aluminum Corporation 2006 Equity and Performance Incentive Plan, as amended. On March 5, 2016, 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 2013 through 2015.

(4) Shares withheld to satisfy the withholding tax obligations resulting from the vesting on March 5, 2016 of the above-referenced performance shares.

(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.

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