

CENTURY ALUMINUM CO

Form 424B3

March 17, 2006

**Filed Pursuant to Rule 424(b)(3)
of the Rules and Regulations
Under the Securities Act of 1933
Registration No. 333-121255**

**PROSPECTUS SUPPLEMENT #4 TO PROSPECTUS DATED APRIL 14, 2005
\$175,000,000**

**1.75% Convertible Senior Notes due August 1, 2024
and Shares of Common Stock Issuable Upon Conversion of the Notes**

This prospectus supplement supplements the prospectus dated April 14, 2005, which forms a part of the Post-Effective Amendment No. 1 to Form S-1 on Form S-3 Registration Statement (Registration No. 333-121255) that we filed with the Securities and Exchange Commission on March 25, 2005. The prospectus and this prospectus supplement relate to resales of our 1.75% Convertible Senior Notes due August 1, 2024 and shares of our common stock issuable upon conversion of the notes. The prospectus and this prospectus supplement also relate to the issuance of shares of our common stock upon conversion of the notes by holders other than the selling securityholders identified in the prospectus under Selling Securityholders, unless such issuance qualifies for the exemption under Section 3(a)(9) of the Securities Act of 1933, as amended, or the Securities Act.

The prospectus is hereby supplemented to include the information in the table set forth below, which supplements the information in the Selling Securityholders table included in the prospectus.

We have prepared the table set forth below based on information given to us by or on behalf of the selling securityholders identified in this prospectus supplement on or prior to March 16, 2006. Such selling securityholders, including their transferees, pledgees or donees or their successors, may from time to time offer and sell under the prospectus any or all of the notes and any shares of common stock issued upon conversion of the notes. See Plan of Distribution included in the prospectus. Because the selling securityholders may offer all or some portion of their notes or shares of common stock issued upon conversion of the notes, we cannot provide an estimate as to the principal amount of the notes or the number of shares of the common stock issuable upon conversion of the notes that will be held by the selling securityholders upon termination of any sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or some portion of their notes since the date on which they provided the information regarding their notes under the prospectus or in transactions exempt from the registration requirements of the Securities Act.

You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement updates information in the prospectus. If there is any inconsistency between the information in the prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

| Selling Securityholder | Principal Amount of Notes Owned | Percentage of Notes Outstanding | | Number of Shares of Common Stock Owned Prior to Conversion Before the Offering | Number of Shares of Common Stock Offered Upon Conversion of the | Number of Shares of Common Stock Owned After the |
|------------------------|--|--|--|---|---|--|
| | | Before the Offering and Offered for | Principal Amount of Notes Owned After the Offering(2) | | | |
| | Sale(1) | Sale | Offering(2) | Offering | Notes(1)(3) | Offering(4) |

| | | |
|-------------------------------------|--------------|-------|
| Gaia Offshore Master Fund, Ltd. (5) | \$ 2,250,000 | 1.29% |
| Lyxor/Gaia II Fund Ltd. (6) | \$ 750,000 | * |

* Less than one percent

(1) Our registration of the resale of these securities does not necessarily mean that the selling securityholders identified in this prospectus supplement will sell any or all of such securities.

(2) Assumes all of the notes are sold in this offering.

- (3) The notes are convertible at any time at an initial conversion rate of 32.7430 shares of common stock per \$1,000 principal amount of notes, subject to adjustments for certain events. The initial conversion rate is equivalent to a conversion price of approximately \$30.5409 per share of common stock. Upon conversion, we will deliver cash up to the aggregate principal amount of notes to be converted and, at our election, cash, common stock or a combination thereof in respect of the remainder, if any, of our conversion obligation in excess of the principal amount of notes to be converted. Therefore, holders of the notes may not

receive any shares of our common stock upon conversion, and they only may receive shares of common stock to the extent that the conversion obligation exceeds the principal amount of the notes converted. See Description of the Notes included in the prospectus.

- (4) Assumes all shares of common stock issuable upon conversion of the notes are sold in this offering.

- (5) Promethean Asset Management, LLC, a New York limited liability company, which we refer to as Promethean, serves as investment manager to Gaia Offshore Master Fund, Ltd., which we refer to as Gaia, and may be deemed to share beneficial ownership of the securities

beneficially
owned by Gaia,
as a result of
Promethean's
power to vote
and dispose of
securities in
Gaia.

Promethean
disclaims
beneficial
ownership of
the securities
beneficially
owned by Gaia.

James F.

O'Brien, Jr.

indirectly

controls

Promethean.

Mr. O'Brien

disclaims

beneficial

ownership of

the securities

beneficially

owned by

Promethean and

Gaia. Gaia has

advised us that

(a) it is not a

registered

broker-dealer,

(b) it does not

control and is

not controlled

by a registered

broker-dealer,

(c) it may be

deemed to be an

affiliate of a

registered

broker-dealer

(Promethean

Capital Group

LLC) due solely

to its being

under common

control with

such registered

broker-dealer,

(d) the broker-dealer which is an affiliate of such selling securityholder was not involved in the purchase of the securities and has not been and will not be involved in the ultimate sale of the securities, and (e) it purchased the securities in the ordinary course of its business.

(6) Promethean Asset Management, LLC, a New York limited liability company, which we refer to as Promethean, serves as the trading advisor for Lyxor/Gaia II Fund Ltd., which we refer to as Lyxor, and may be deemed to share beneficial ownership of the securities beneficially owned by Lyxor, as a result of Promethean's power to vote and dispose of securities in Lyxor. Promethean

disclaims
beneficial
ownership of
the securities
beneficially
owned by
Lyxor. James F.
O'Brien, Jr.
indirectly
controls
Promethean.
Mr. O'Brien
disclaims
beneficial
ownership of
the securities
beneficially
owned by
Promethean and
Lyxor. Lyxor
has advised us
that (a) it is not
a registered
broker-dealer,
(b) it does not
control and is
not controlled
by a registered
broker-dealer,
(c) it may be
deemed to be an
affiliate of a
registered
broker-dealer
(Promethean
Capital Group
LLC) due solely
to its being
under common
control with
such registered
broker-dealer,
(d) the
broker-dealer
which is an
affiliate of such
selling
securityholder
was not
involved in the
purchase of the

securities and
has not been and
will not be
involved in the
ultimate sale of
the securities,
and (e) it
purchased the
securities in the
ordinary course
of its business.

The date of this prospectus supplement is March 17, 2006