

Aleris International, Inc.
 Form 3
 June 22, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

| | | | | | |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Brahman Capital Corp.</p> <p>(Last) (First) (Middle)</p> <p>655 THIRD AVENUE,Â 11TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10017</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/12/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Aleris International, Inc. [ARS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

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, par value \$.10 per share | 3,585,600 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brahman Capital Corp. 655 THIRD AVENUE 11TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | Â |

Signatures

| | |
|---------------------------------|------------|
| /s/ Brahman Capital Corp. | 06/22/2006 |
| __Signature of Reporting Person | Date |
| /s/ Brahman Management, L.L.C | 06/22/2006 |
| __Signature of Reporting Person | Date |
| /s/ Peter A. Hochfelder | 06/22/2006 |
| __Signature of Reporting Person | Date |
| /s/ Robert J. Sobel | 06/22/2006 |
| __Signature of Reporting Person | Date |
| /s/ Mitchell A. Kuflik | 06/22/2006 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* 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).

(1) Brahman Capital Corp. serves as investment manager to a number of investment funds (including Brahman Partners II, L.P., Brahman Partners III, L.P., Brahman Institutional Partners, L.P., BY Partners, L.P., Brahman C.P.F. Partners, L.P., Brahman Partners II Offshore, Ltd., Brahman Partners IV, L.P. and Brahman Partners IV Offshore, Ltd.) and manages investments for certain entities in managed accounts with respect to which it has voting and dispositive authority over the Common Stock reported in this Form 3. Peter A. Hochfelder, Mitchell A. Kuflik and Robert J. Sobel are executive officers and directors of Brahman Capital Corp. and have the ability to control the decisions of Brahman Capital Corp. with respect to the assets of such investment funds and managed accounts.

(2) Brahman Management, L.L.C. is the general partner of certain of the investment funds for which Brahman Capital Corp. serves as investment manager (including Brahman Partners II, L.P., Brahman Partners III, L.P., Brahman Institutional Partners, L.P., BY Partners, L.P., Brahman C.P.F. Partners, L.P. and Brahman Partners IV, L.P.). Peter A. Hochfelder, Mitchell A. Kuflik and Robert J. Sobel are the managing members of Brahman Management, L.L.C. and have the ability to control the decisions of Brahman Management, L.L.C. with respect to the assets of such investment funds.

(3) None of Brahman Capital Corp., Brahman Management, L.L.C., Peter A. Hochfelder, Mitchell A. Kuflik or Robert J. Sobel directly owns any shares of Common Stock. Each of Brahman Capital Corp., Peter A. Hochfelder, Mitchell A. Kuflik and Robert J. Sobel may be deemed to beneficially own 3,585,600 shares of Common Stock, which represents approximately 11.43% of the outstanding shares of Common Stock. Brahman Management, L.L.C. may be deemed to beneficially own 2,034,800 shares of Common Stock, which represents approximately 6.49% of the outstanding shares of Common Stock. Each of Brahman Capital Corp., Brahman Management, L.L.C., Peter A. Hochfelder, Mitchell A. Kuflik and Robert J. Sobel disclaims any beneficial ownership of the shares of Common Stock included in this report to the extent such beneficial ownership exceeds such person's pecuniary interest.

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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