

Aleris International, Inc.
 Form 4
 December 28, 2006

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 *
 Brahman Capital Corp.

2. Issuer Name and Ticker or Trading Symbol
 Aleris International, Inc. [ARS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 655 THIRD AVENUE, 11TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2006

____ Director
 ____ Officer (give title below) Other (specify below)
 Former 10% Owner

NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.10 per share | 12/19/2006 | | U | | 3,585,600 | D | \$ 52.50 |

See footnotes (1) (2)

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

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SEC 1474 (9-02)

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

| | |
|---------------------------------|------------|
| /s/ Brahman Capital Corp. | 12/29/2006 |
| __Signature of Reporting Person | Date |
| /s/ Brahman Management, L.L.C. | 12/29/2006 |
| __Signature of Reporting Person | Date |
| /s/ Peter A. Hochfelder | 12/29/2006 |
| __Signature of Reporting Person | Date |
| /s/ Robert J. Sobel | 12/29/2006 |
| __Signature of Reporting Person | Date |
| /s/ Mitchell A. Kuflik | 12/29/2006 |
| __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) 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 4. Peter A.

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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.

- 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, (2) 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.

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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