

VAN NESS W DENMAN  
 Form 4  
 June 19, 2012

**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 \*  
 VAN NESS W DENMAN

(Last) (First) (Middle)

C/O XOMA CORPORATION, 2910 SEVENTH STREET

(Street)

BERKELEY, CA 94710

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 XOMA Corp [XOMA]

3. Date of Earliest Transaction (Month/Day/Year)  
 06/19/2012

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |  |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|

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| (Instr. 3)                                | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code V | (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | Date Exercisable | Expiration Date | Title         |
|---|------------------------------|------------------|-------------------|---|--------|------------------|-----------------|---------------|
|   |                              |                  |                   | (A)   | (D)    |                  |                 |               |
| Non-Qualified Share Option (right to buy) | \$ 3.03                      | 06/19/2012       | D <sup>(1)</sup>  |   | 6,500  | 05/26/2012       | 05/26/2021      | Common Shares |
| Non-Qualified Share Option (right to buy) | \$ 5.83                      | 06/19/2012       | D <sup>(1)</sup>  |   | 15,790 | 01/07/2012       | 01/07/2021      | Common Shares |
| Non-Qualified Share Option (right to buy) | \$ 3.03                      | 06/19/2012       | A <sup>(2)</sup>  | 6,500                                       |        | 05/26/2012       | 05/26/2021      | Common Shares |
| Non-Qualified Share Option (right to buy) | \$ 5.83                      | 06/19/2012       | A <sup>(2)</sup>  | 15,790                                      |        | 01/07/2012       | 01/07/2021      | Common Shares |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| VAN NESS W DENMAN<br>C/O XOMA CORPORATION<br>2910 SEVENTH STREET<br>BERKELEY, CA 94710 | X             |           |         |       |

## Signatures

By: Christopher J. Margolin For: W. Denman Van Ness 06/19/2012

\_\_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) This transaction represents the disposition of the fully vested option pursuant to the transfer of said option from Mr. Van Ness to "The Van Ness 1983 Revocable Trust".

(2) This transaction represents the acquisition of the fully vested option by the "The Van Ness 1983 Revocable Trust" pursuant to the transfer of said option from Mr. Van Ness to "The Van Ness 1983 Revocable Trust".

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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