## Edgar Filing: Varian John - Form 4

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 SECURITIESNumber: Lanuary 31 2009Statement of the Public Utility Holding Company Act of 1934, 30(h) of the Investment Company Act of 1940Statement of 1934, 1940Statement of 1934, 1940								3235-0287 January 31, 2005 average rs per			
(Print or Type Responses)											
Varian John S			2. Issuer Name <b>and</b> Ticker or Trading Symbol XOMA Corp [XOMA]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mid		3. Date of Earliest Transaction				(Check all applicable)				
(			(Month/Day/Year) 05/15/2013				X Director 10% Owner X Officer (give title Other (specify below) below) Director and CEO				
BERKELE'	f Amendment, Date Original ed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>						
							Person				
(City)	(State) (Z	Tab	le I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Shares	05/15/2013		M <u>(1)</u>	10,000	А	\$ 1.24	70,079	D			
Common Shares	05/15/2013		S <u>(1)</u>	10,000	D	<u>(2)</u>	60,079	D			
Common Shares							13,797	I	by 401(k)		

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

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#### number.

# 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. Transactio Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Share Option (right to buy)	\$ 1.24	05/15/2013		M <u>(1)</u>		10,000	(3)	01/04/2022	Common Shares	10,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Varian John C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY, CA 94710	Х		Director and CEO					
Signatures								
By: Fred Kurland For: John Varian		05/15/2013						

\*\*Signature of Reporting Person

## **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 was made pursuant to Rule 10b5-1 trading plan adopted by the reporting person on March 20, 2013.

Date

- (2) These shares were disposed of in multiple transactions at prices ranging from \$4.09 to \$4.31 for aggregate gross proceeds of \$42,187.00, of which \$12,400.00 was used to pay the option exercise price.
- (3) Incentive Stock Option exercisable in conjunction with matching Non-Qualified Stock Option as to forty-eight (48) equal and consecutive monthly installments beginning one month after the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.