

RUBIN PAUL D
Form 4
May 29, 2013

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 *
RUBIN PAUL D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O XOMA CORPORATION, 2910 SEVENTH STREET

3. Date of Earliest Transaction (Month/Day/Year)
05/28/2013

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

Sr. VP Clinical Dev. & CMO

(Street)

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

BERKELEY, CA 94710

(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 Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Shares	05/28/2013 ⁽¹⁾		M	4,667 A \$ 0 ⁽²⁾	8,201	D	
Common Shares	05/29/2013		S ⁽³⁾	1,797 D \$ 4.1603	6,404	D	
Common Shares					4,422	I	by 401(k)

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

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SEC 1474 (9-02)

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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾	05/28/2013		M	4,667	05/28/2013 ⁽¹⁾ 05/28/2015 ⁽¹⁾	Common Shares	4,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUBIN PAUL D C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY, CA 94710			Sr. VP Clinical Dev. & CMO	

Signatures

By: Diane Wilcock For: Paul Rubin 05/29/2013

__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) These restricted stock units are scheduled to vest in substantially equal installments annually over three years, with the first installment vesting on May 28, 2013.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock. This nondiscretionary transaction represents the settlement of vested restricted stock units in shares of common stock.
- (3) Shares sold on the open market to satisfy the minimum amount of taxes required to be withheld in connection with the vesting of the shares in a non-discretionary transaction pursuant to the reporting person's agreement under the Company's equity incentive plan.

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.