XOMA Corp Form 4 July 19, 2013

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

(b)

1(b).

(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)			3. Date of Earliest Transaction			
(Last)	(1.1181)	(Middle)				
C/O XOMA CORPORATION, 2910 SEVENTH STREET			(Month/Day/Year)	Director 10% Owner		
			07/18/2013	_X_ Officer (give title Other (specify below) Sr. VP Clinical Dev. & CMO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
			•	_X_ Form filed by One Reporting Person		
REPKELEV CA 04710				Form filed by More than One Reporting		

Person

BERKELEY, CA 94710

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securion(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Shares	07/18/2013		M <u>(1)</u>	2,748	A	\$ 2.36	6,849	D	
Common Shares	07/18/2013		S <u>(1)</u>	2,748	D	\$ 4.7055 (2)	4,101	D	
Common Shares	07/18/2013		M <u>(1)</u>	3,252	A	\$ 3.04	7,353	D	
Common Shares	07/18/2013		S <u>(1)</u>	3,252	D	\$ 4.7055 (2)	4,101	D	
							4,422	I	by 401(k)

Common Shares

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 (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)	5. Number omf 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 Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Incentive Share Option (right to buy)	\$ 3.04	07/18/2013		M <u>(1)</u>	3,252	(3)	05/31/2021	Common Shares	3,25
Non-Qualified Share Option (right to buy)	\$ 2.36	07/18/2013		M <u>(1)</u>	2,748	<u>(4)</u>	05/24/2022	Common Shares	2,74

Reporting Owners

Reporting Owner Name / Address	Relationsnips				
	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: Russ Wood For: Paul D.
Rubin
07/18/2013

**Signature of Reporting Person Date

Reporting Owners 2

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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 3/20/2013.
- This transaction was executed in multiple trades ranging at prices from \$4.62 to \$4.85. The price reported reflects the weighted average
- (2) sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions were effected.
- Incentive Stock Option exercisable in conjunction with matching Non-Qualified Stock Option as to (a) 25% of the option shares upon the
- (3) first anniversary of the date of grant, and (b) the remaining 75% of the option shares in thirty-six (36) equal and consecutive monthly installments beginning one year and one month after the date of grant.
- (4) Exercisable with respect to 1/48th of options in monthly increments beginning 6/24/2012 and ending 5/24/2016.

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.