XOMA Corp Form 4 March 20, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Klein Thomas

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

XOMA Corp [XOMA]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner

C/O XOMA CORPORATION, 2910

03/18/2015

_X__ Officer (give title Other (specify below)

SEVENTH STREET

(Street)

Chief Commercial Officer

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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 Beneficial Ownership (Instr. 4)	
Common Shares	03/18/2015(1)		M	80,000	A	\$ 0 (2)	238,050	D	
Common Shares	03/18/2015(3)		M	667	A	\$ 0 (2)	238,717	D	
Common Shares	03/18/2015(4)		D	373	D	\$ 4.0105 (5)	238,344	D	
Common Shares	03/18/2015(4)		D	44,591	D	\$ 4.0105 (5)	193,753	D	
	03/18/2015(4)		D	8,073	D		185,680	D	

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Common Shares 4,660 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)

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Restricted Stock Units	\$ 0 (2)	03/18/2015		M	80,000	03/18/2014(6)	03/18/2016(6)	Common Shares	80
Restricted Stock Units	\$ 0 (2)	03/18/2015		M	667	03/18/2014(7)	03/18/2016(7)	Common Shares	(

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Klein Thomas

C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY, CA 94710

Chief Commercial Officer

Signatures

By: Russell J. Wood For: Thomas Klein 03/20/2015

**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).
- These shares were acquired pursuant to a grant of restricted stock units on March 18, 2013 under the Amended and Restated XOMA

 (1) Corporation 2010 Long Term Incentive and Stock Award Plan and are scheduled to vest in substantially equal installments on each of March 18, 2014, March 18, 2015, and March 18, 2016.
- (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.
- These shares were acquired pursuant to a grant of restricted stock units on May 23, 2013 under the Amended and Restated XOMA

 (3) Corporation 2010 Long Term Incentive and Stock Award Plan and are scheduled to vest in substantially equal installments on each of March 18, 2014, March 18, 2015, and March 18, 2016.
- (4) 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.
- This transaction was executed in multiple trades ranging at prices from \$3.93 to \$4.15. The price reported reflects the weighted average (5) 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.
- (6) These restricted stock units are scheduled to vest in substantially equal installments annually over three years, with the first installment vesting on March 18, 2014.
- (7) These restricted stock units are scheduled to vest in substantially equal installments annually over three years, with the first installment vesting on March 18, 2014.

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.