

XOMA Corp  
Form 4  
March 20, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(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)  
03/18/2015

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)

Sr. VP Clinical Dev. & CMO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	03/18/2015 <sup>(1)</sup>		M		18,205 A \$ 0 <sup>(2)</sup>	160,603	D
Common Shares	03/18/2015 <sup>(3)</sup>		M		12,141 A \$ 0 <sup>(2)</sup>	172,744	D
Common Shares	03/18/2015 <sup>(4)</sup>		D		8,838 D 4.0105 <sup>(5)</sup>	163,906	D
Common Shares	03/18/2015 <sup>(4)</sup>		D		7,017 D 4.0105 <sup>(5)</sup>	156,889	D
	03/18/2015 <sup>(4)</sup>		D		4,680 D	152,209	D

Edgar Filing: XOMA Corp - Form 4

Common Shares \$ 4,0105 (5)

Common Shares 6,881 I by 401(k)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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)
Restricted Stock Units	\$ 0 (2)	03/18/2015		M	12,141	03/18/2014(3) 03/18/2016(3)	Common Shares 12
Restricted Stock Units	\$ 0 (2)	03/18/2015		M	18,205	03/18/2014(1) (1)	Common Shares 18

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

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

Director 10% Owner Officer Other

Sr. VP Clinical Dev. & CMO

## Signatures

By: Russell J. Wood For: Paul D. Rubin

03/20/2015

\*\*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 March 18, 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) 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.

(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.

(5) This transaction was executed in multiple trades ranging at prices from \$3.93 to \$4.15. The price reported reflects the weighted average 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.

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.