SCANNON PATRICK J MD PHD

Form 4 July 23, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

Number:

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCANNON PATRICK J MD PHD

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

XOMA Corp [XOMA]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year) 07/19/2012

_X__ Director 10% Owner X_ Officer (give title

below)

Other (specify below)

C/O XOMA CORPORATION, 2910 SEVENTH STREET

Executive Vice President 6. Individual or Joint/Group Filing(Check

(Street)

Filed(Month/Day/Year)

Applicable Line) _X_ 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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Instr. 8)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4) (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s) (Instr. 3 and 4)

Following

Code V Amount (D) Price

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

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amour Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securit** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Share Option (right to buy)	\$ 3.53	07/19/2012		A	67,381		<u>(1)</u>	07/19/2022	Common Shares	67,3
Restricted Stock Units	\$ 0	07/19/2012		A	48,793		(2)	08/14/2015	Common Shares	48,7

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
SCANNON PATRICK J MD PHD C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY, CA 94710	X		Executive Vice President				

Signatures

By: Fred Kurland For: Patrick J. Scannon, MD, 07/23/2012 PhD.

**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) Exercisable with respect to 1/48th of options in monthly increments beginning 08/19/2012 and ending 07/19/2016.
- (2) These restricted stock units are scheduled to vest in substantially equal installments annually over three years, with the first installment vesting on August 14, 2013.

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.

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