

XOMA Corp  
Form 4  
March 20, 2014

**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

(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)  
03/18/2014

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	03/18/2014 <sup>(1)</sup>		M		\$ 0 <sup>(2)</sup>	84,163	D
Common Shares	03/18/2014		S		\$ 6.316 <sup>(3)</sup>	79,502	D
Common Shares	03/18/2014 <sup>(4)</sup>		M		\$ 0 <sup>(2)</sup>	97,707	D
Common Shares	03/18/2014		S		\$ 6.316 <sup>(3)</sup>	90,719	D
	03/18/2014 <sup>(5)</sup>		M		\$ 3.04	96,719	D

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Common Shares

Common Shares	03/18/2014 <sup>(5)</sup>	S	6,000	D	\$ 6.308 <u>(6)</u>	90,719	D	
Common Shares						5,310	I	by 401(k)

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Share Option (right to buy)	\$ 3.04	03/18/2014		M	6,000	<u>(7)</u>	05/31/2021	Common Shares	6,000
Restricted Stock Units	\$ 0 <sup>(2)</sup>	03/18/2014		M	12,142	03/18/2014 <sup>(1)</sup>	03/18/2016	Common Shares	12,142
Restricted Stock Units	\$ 0 <sup>(2)</sup>	03/18/2014		M	18,205	03/18/2014 <sup>(4)</sup>	<sup>(4)</sup>	Common Shares	18,205

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
RUBIN PAUL D C/O XOMA CORPORATION	Sr. VP Clinical Dev. & CMO

2910 SEVENTH STREET  
BERKELEY, CA 94710

## Signatures

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

03/20/2014

\_\_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 were granted on February 28, 2013 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.
  - (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.
  - (4) 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.
  - (5) 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 \$6.16 to \$6.41. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Company or a security holder of the Company full information regarding the number of shares and prices at which the transactions were effected.
  - (7) Incentive Stock Option exercisable in conjunction with matching Non-Qualified Stock Option as to (a) 25% of the option shares upon the 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.

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.