

CASTLE A M & CO
Form 4
May 30, 2007

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 *
SIMPSON MICHAEL

(Last) (First) (Middle)

3400 NORTH WOLF ROAD

(Street)

FRANKLIN PARK, IL 60131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CASTLE A M & CO [CAS]

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2007

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)

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)
Common Stock ⁽¹⁾	05/30/2007		I	V Amount (A) or (D) Price 1,446 ⁽¹⁾ A \$ 34.58	3,219	D	
Common Stock	05/29/2007		P	75,050.96 A \$ 0 ⁽²⁾	85,596.96 ⁽³⁾	I	Note 1
Common Stock	05/29/2007		S	75,050.96 D \$ 31.1	10,546 ⁽³⁾	I	Note 1
Preferred Stock	05/29/2007		S	500 D \$ 0 ⁽²⁾	0	I	Note 1
Common Stock	05/29/2007		P	56,288.22 A \$ 0 ⁽⁴⁾	79,069.22 ⁽⁵⁾	I	Note 2
	05/29/2007		S	56,288.22 D \$ 31.1	22,781 ⁽⁵⁾	I	Note 2

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Common Stock									
Preferred Stock	05/29/2007	S	375	D	\$ 0 ⁽⁴⁾	0		I	Note 2
Common Stock							262,433 ⁽⁶⁾	I	Note 3
Common Stock							20,992 ⁽⁷⁾	I	Note 4
Common Stock	05/29/2007	P	15,010.19	A	\$ 0 ⁽⁸⁾	264,378.19 ⁽⁹⁾ ⁽¹⁰⁾		I	Note 5
Common Stock	05/29/2007	J ⁽¹¹⁾	91,496	D	\$ 0 ⁽¹¹⁾	172,882.19 ⁽⁹⁾ ⁽¹⁰⁾		I	Note 5
Common Stock	05/29/2007	S	15,010.19	D	\$ 31.1	157,872 ⁽⁹⁾ ⁽¹⁰⁾		I	Note 5
Preferred Stock	05/29/2007	S	100	D	\$ 0 ⁽⁸⁾	0		I	Note 5

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 7.05					10/04/2003	10/04/2012	Common Stock	6,000
Stock Options (Right to buy)	\$ 8.52					06/01/2005	06/01/2014	Common Stock	7,500

buy)					
Stock Options (Right to buy)	\$ 10	07/27/2001	07/27/2010	Common Stock	10,000
Stock Options (Right to buy)	\$ 10.35	06/03/2003	06/03/2012	Common Stock	5,000
Stock Options (Right to buy)	\$ 11	07/26/2002	07/26/2011	Common Stock	10,000
Stock Options (Right to buy)	\$ 14.22	07/01/2006	07/01/2015	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMPSON MICHAEL 3400 NORTH WOLF ROAD FRANKLIN PARK, IL 60131	X			

Signatures

Jerry M. Aufox 05/30/2007

**Signature of Date
Reporting Person

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).
- (10) Note 5 - Beneficiary under Trust dated 12/19/80, Patrick J. Herbert, III, Trustee (stock acquired by Trust)
- (6) Note 3 - Beneficiary under Trust dated 07/26/1972 United States Trust Co., and Patrick J. Herbert, III, Trustee
The reporting person converted 500 shares of Convertible Preferred Stock on May 29, 2007 at a conversion price of \$6.69 per share plus accrued interest resulting in his acquisition of 75,050.96 shares of common stock. The Convertible Preferred Stock had a face value of \$1,000 per share and was convertible into common stock at a conversion price of \$6.69 per share of preferred stock. The convertible preferred stock was convertible into common stock at any time by the holder on a 149.4768 for one basis plus accrued interest at the same conversion rate and had no expiration date.
- (9) Note 5 - Beneficiary under Trust dated 12/19/80, Patrick J. Herbert, III, Trustee (stock acquired by Trust)
- (7) Note 4 - Beneficiary under Trust dated 12/23/1976 Northern Trust Co., Trustee
- (1) Restricted stock awarded to Directors as of April 27, 2007 valued at closing common stock price on April 27, 2007 with one year vesting.

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- (5) Note 2 - Beneficiary under Trust dated 07/24/1968 United States Trust Co., Trustee

The reporting person converted 375 shares of Convertible Preferred Stock on May 29, 2007 at a conversion price of \$6.69 per share, resulting in his acquisition of 56,288.22 shares of common stock. The Convertible Stock had a face value of \$1,000 per share and was

- (4) convertible into common stock at a conversion price of \$6.69 per share of preferred stock. The convertible preferred stock was convertible into common stock at any time by the holder on a 149.4768 for one basis plus accrued interest at the same conversation rate and had no expiration date.

- (3) Note 1 - Beneficiary under Trust dated 12/07/1949 United States Trust Co., Trustee

The reporting person converted 100 shares of Convertible Preferred Stock on May 29, 2007 at a conversion price of \$6.69 per share plus accrued interest resulting in his acquisition of 15,010.19 shares of common stock. The Convertible Stock had a face value of \$1,000 per

- (8) share and was convertible into common stock at a conversion price of \$6.69 per share of preferred stock. The convertible preferred stock was convertible into common stock at any time by the holder on a 149.4768 for one basis plus accrued interest at the same conversion rate and had no expiration date.

- (11) Adjusted to reflect actual number of shares in which Mr. Simpson has a beneficial interest - not the number of shares held by the Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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