CASTLE A M & CO

Form 5

February 13, 2008

### FORM 5

#### **OMB APPROVAL**

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

**OMB** 3235-0362 Number: January 31, Expires:

2005

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer HERBERT PATRICK J III Symbol CASTLE A M & CO [CAS]

below)

(Last)

(First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Check all applicable)

(Month/Day/Year)

\_X\_ Director Officer (give title \_X\_\_ 10% Owner Other (specify

12/31/2007

3400 NORTH WOLF ROAD

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

#### FRANKLIN PARK, Â ILÂ 60131

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person

below)

(City)	(State)	(Zip) Tab	le I - Non-Dei	rivative Se	ecuriti	es Acquire	d, Disposed of,	or Beneficiall	y 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. Securi (A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/30/2007	Â	M	1,500	A	\$ 21.875	10,728	D	Â
Common Stock	05/30/2007	Â	I	1,446	A (1)	\$ 34.58	12,174	D	Â
Common Stock	05/30/2007	Â	S	1	D	\$ 35.5	12,173	D	Â
Common Stock	05/30/2007	Â	S	300	D	\$ 35.59	11,873	D	Â
	05/30/2007	Â	S	100	D	\$ 35.64	11,773	D	Â

Common Stock

Common Â Â 05/30/2007 S 523 \$ 35.68 11,250 D Stock

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 2270 (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 Amo Underlying Secu (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Phantom Stock (2)	\$ 0	06/20/2007	Â	A4	4,022.559	Â	(2)	(2)	Common Stock	4,
Phantom Stock (2)	\$ 0	08/10/2007	Â	A	201.314	Â	(2)	(2)	Common Stock	2
Phantom Stock (2)	\$ 0	12/10/2007	Â	A	268.646	Â	(2)	(2)	Common Stock	2
Phantom Stock (2)	\$ 0	12/28/2007	Â	A	176.491	Â	(2)	(2)	Common Stock	1
Stock Options (Right to Buy)	\$ 8.52	Â	Â	3	Â	Â	06/01/2005	06/01/2014	Common Stock	
Stock Options (Right to Buy)	\$ 10	Â	Â	3	Â	Â	07/27/2001	07/27/2010	Common Stock	
Stock Options (Right to Buy)	\$ 10.35	Â	Â	3	Â	Â	06/03/2003	06/03/2012	Common Stock	
Stock Options (Right to Buy)	\$ 12.3125	Â	Â	3	Â	Â	06/01/2001	06/01/2010	Common Stock	
Stock Options	\$ 13	Â	Â	3	Â	Â	06/01/2002	06/01/2011	Common Stock	

(Right to Buy)									
Stock Options (Right to Buy)	\$ 14.22	Â	Â	3	Â	Â	06/01/2006	06/01/2015	Common Stock
Stock Options (Right to Buy)	\$ 15.0625	Â	Â	3	Â	Â	06/01/2000	06/01/2009	Common Stock
Stock Options (Right to Buy)	\$ 22.4375	Â	Â	3	Â	Â	06/01/1999	06/01/2008	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>FB</b>	Director	10% Owner	Officer	Other				
HERBERT PATRICK J III 3400 NORTH WOLF ROAD FRANKLIN PARK, IL 60131	ÂX	ÂX	Â	Â				

## **Signatures**

Sherry L. Holland, Attorney-in-Fact 02/13/2008

\*\*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) Restricted Stock awarded to Directors as of April 27, 2007, valued at closing common stock price on April 27, 2007; cliff vests in one year. Transaction previously reported on Form 4 dated 5/31/2007.
- (2) Each share of Phantom Stock is the economic equivalent of one shares of Common Stock. The share of Phantom Stock becomes payable in cash or Common Stock, at the election of the reporting person, upon the reporting person's termination of service as a Director.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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