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VAN NESS W DENMAN

Form 4

November 15, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287 January 31,

Expires: 2005
Estimated average

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction See Instruction 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

Symbol

1(b).

Shares

(Print or Type Responses)

VAN NESS W DENMAN

1. Name and Address of Reporting Person *

	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,, 22, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	XOMA	Corp [XO	MA]			(Che	eck all applicable	e)
(Last) (First) (Middle) C/O XOMA CORPORATION, 2910 SEVENTH STREET			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2012			X Director 10% Owner Officer (give title below) Other (specify below)			
]	BERKELEY (City)		Filed(Mor	ndment, Datenth/Day/Year)	Ü		tios Acc	6. Individual or Applicable Line) _X_ Form filed by Form filed by Person quired, Disposed of	One Reporting Po	erson eporting
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securi	ties l (A) c l of (D	or O)	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 Shares	11/13/2012(1)		M	6,876	A	\$ 0 (2)	6,876	D	
	Common Shares							20	I	by IRA (3)
	Common Shares							10	I	by Spouse
	Common Shares							2,600	I	by Trust (5)

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

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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. Transacti Code (Instr. 8)	5. Number food 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (2)	11/13/2012		M	6,876	11/13/2012(1)	<u>(1)</u>	Common Shares	6,876

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
VAN NESS W DENMAN C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY, CA 94710	X					

Signatures

By: Fred Kurland For: W. Denman Van Ness 11/14/2012

**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 October 27, 2011 and are scheduled to vest in substantially equal installments on each of November 13, 2012, November 13, 2013 and November 14, 2014.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock. This transaction represents the settlement of vested restricted stock units in shares of common stock.
- (3) Owned directly through W. D. Van Ness IRA.
- (4) Held indirectly through the C. Van Ness IRA.

Reporting Owners 2

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(5) Shares sold by The Van Ness 1983 Revocable Trust.

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.