

XOMA Corp
Form 4
November 17, 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 *
Varian John

(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)
11/13/2013

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)
CEO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	11/13/2013		S		56,214 D 3.8924 ⁽¹⁾	D	
Common Shares	11/13/2014 ⁽²⁾		M		96,166 A \$ 0 ⁽³⁾	D	
Common Shares	11/13/2014 ⁽⁴⁾		M		4,498 A \$ 0 ⁽³⁾	D	
Common Shares	11/13/2014		S		2,630 D 3.8924 ⁽¹⁾	D	
						15,537	I by 401(k)

Common
Shares

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

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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 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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽³⁾	11/13/2014		M		96,166		11/13/2012 ⁽⁴⁾	⁽⁴⁾	Common Shares	96,166
Restricted Stock Units	\$ 0 ⁽³⁾	11/13/2014		M		4,498		11/13/2012 ⁽⁴⁾	⁽⁴⁾	Common Shares	4,498

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Varian John C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY, CA 94710	X		CEO	

Signatures

By: Russell J. Wood For: John Varian
Date: 11/17/2014

__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).

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- Shares sold on the open market to satisfy the maximum amount of taxes that may be required to be withheld in connection with the
- (1) vesting of the shares in a non-discretionary transaction pursuant to the reporting person's agreement under the Company's equity incentive plan.
 - (2) These restricted stock units were granted on January 4, 2012 and are scheduled to vest in substantially equal installments on each of November 13, 2012, November 13, 2013 and November 14, 2014.
 - (3) Each restricted stock unit represents the right to receive, upon vesting, one share of common stock. This nondiscretionary transaction represents the vesting of restricted stock units as shares of common stock.
 - (4) 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.

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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