

SCHMEDA PATRICIA J
 Form 3
 May 03, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SCHMEDA PATRICIA J | | (Month/Day/Year) | CASTLE A M & CO [CAS] | |
| (Last) | (First) | (Middle) | 04/22/2010 | |
| 3400 NORTH WOLF ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| FRANKLIN PARK,Â ILÂ 60131 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP, Information Technology | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 3,700 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------------------|------------|------------|--------------|-----------|----------|-------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 4,350 | \$ (2) | D | Â |
| Performance Share Units | Â (3) | Â (3) | Common Stock | 4,350 (4) | \$ (5) | D | Â |
| Employee Stock Option (right to buy) | 03/18/2013 | 03/17/2018 | Common Stock | 8,600 | \$ 12.79 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHMEDA PATRICIA J 3400 NORTH WOLF ROAD FRANKLIN PARK, IL 60131 | Â | Â | Â VP, Information Technology | Â |

Signatures

Robert J. Perna,
Attorney-in-Fact

05/03/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The restricted stock units vest in full on December 31, 2012, provided the reporting person is employed by A. M. Castle & Co. on the vesting date.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock of A. M. Castle & Co. (the "Company").
The PSUs will vest on December 31, 2012, if the reporting person remains employed by the Company over the performance period and the Company determines that it achieved certain total shareholder return ("TSR") performance goals. The performance period begins on
- (3) January 1, 2010 and ends December 31, 2012. Once vested, payout for PSU's can range from 0% to 200% based on the Company's relative TSR over the performance period as compared to a group of peer companies. TSR is measured generally as the increase or decrease in the market value of Company common stock including the reinvestment of dividends.
- (4) The grant amount of 4,350 PSUs assumes 100% vesting. Since payout for PSUs can range from 0% to 200%, the maximum number of shares that could vest and be distributed is 8,700.
- (5) Each performance share unit (PSU) represents a contingent right to receive one share of A. M. Castle & Co. common stock.

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Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

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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