

XOMA Corp  
Form 4  
July 19, 2013

**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 \*  
RUBIN PAUL D

(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)  
07/18/2013

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)

Sr. VP Clinical Dev. & CMO

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)
			Code	V	Amount	Price	
Common Shares	07/18/2013		M <sup>(1)</sup>		2,748	A \$ 2.36	6,849 D
Common Shares	07/18/2013		S <sup>(1)</sup>		2,748	D \$ 4.7055	4,101 D
Common Shares	07/18/2013		M <sup>(1)</sup>		3,252	A \$ 3.04	7,353 D
Common Shares	07/18/2013		S <sup>(1)</sup>		3,252	D \$ 4.7055	4,101 D
							4,422 I

by 401(k)

Common  
Shares

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.**

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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. Amount or Number of Shares
Incentive Share Option (right to buy)	\$ 3.04	07/18/2013		M <sup>(1)</sup>	3,252	<sup>(3)</sup> 05/31/2021	Common Shares	3,252
Non-Qualified Share Option (right to buy)	\$ 2.36	07/18/2013		M <sup>(1)</sup>	2,748	<sup>(4)</sup> 05/24/2022	Common Shares	2,748

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUBIN PAUL D C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY, CA 94710			Sr. VP Clinical Dev. & CMO	

## Signatures

By: Russ Wood For: Paul D. Rubin  
07/18/2013

\*\*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) This transaction was made pursuant to Rule 10b5-1 trading plan adopted by the reporting person on 3/20/2013.

This transaction was executed in multiple trades ranging at prices from \$4.62 to \$4.85. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions were effected.

(2) Incentive Stock Option exercisable in conjunction with matching Non-Qualified Stock Option as to (a) 25% of the option shares upon the first anniversary of the date of grant, and (b) the remaining 75% of the option shares in thirty-six (36) equal and consecutive monthly installments beginning one year and one month after the date of grant.

(3) Exercisable with respect to 1/48th of options in monthly increments beginning 6/24/2012 and ending 5/24/2016.

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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