

SCANNON PATRICK J MD PHD

Form 4

May 15, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCANNON PATRICK J MD PHD

(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)

05/14/2013

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)

Exec. VP &amp; CSO

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)
Common Shares	05/14/2013		M <sup>(1)</sup>	V Amount (A) or (D) Price 10,000 A \$ 1.69	27,448	D	
Common Shares	05/14/2013		S <sup>(1)</sup>	10,000 D 2	17,448	D	
Common Shares					20,339	I	by 401(k)
Common Shares					750	I	by Daughter
Common Shares					4,053	I	by Trust

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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. 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
Incentive Share Option (right to buy)	\$ 1.69	05/14/2013		M <sup>(1)</sup>	10,000	<sup>(3)</sup> 10/27/2021	Common Shares 10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCANNON PATRICK J MD PHD C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY, CA 94710	X		Exec. VP & CSO	

## Signatures

By: Fred Kurland For: Patrick J. Scannon 05/15/2013

\_\_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 March 20, 2013.
- (2) These shares were disposed of in multiple transactions at prices ranging from \$4.26 to \$4.36 for aggregate gross proceeds of \$43,063.54, of which \$16,900.00 was used to pay the option exercise price.
- (3) Taken together, the Incentive Stock Option and Non-Qualified Stock Option granted on the same date are exercisable as to 70% of the options on grant date, with the remaining 30% vesting in monthly increments beginning 11/28/2011 and ending 10/28/2013.

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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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