

XOMA Corp  
Form 4

November 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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response... 0.5

(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)  
11/13/20134. 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)  
CEO6. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Shares                      | 11/13/2013 <sup>(1)</sup>               |                                                             | M                                    | 4,498 A                                                                 | \$ 0 <sup>(2)</sup> 107,504                                                                                        | D                                                                       |                                                                                |
| Common<br>Shares                      | 11/13/2013                              |                                                             | S                                    | 2,455 D                                                                 | \$ 3.913 <sup>(3)</sup> 105,049                                                                                    | D                                                                       |                                                                                |
| Common<br>Shares                      | 11/13/2013 <sup>(4)</sup>               |                                                             | M                                    | 96,167 A                                                                | \$ 0 <sup>(2)</sup> 201,216                                                                                        | D                                                                       |                                                                                |
| Common<br>Shares                      | 11/13/2013                              |                                                             | S                                    | 52,477 D                                                                | \$ 3.9128 <sup>(3)</sup> 148,739                                                                                   | D                                                                       |                                                                                |
| Common<br>Shares                      | 11/15/2013                              |                                                             | M                                    | 10,000 A                                                                | \$ 1.24 158,739                                                                                                    | D                                                                       |                                                                                |

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|                  |                           |   |        |   |                                |         |   |           |
|------------------|---------------------------|---|--------|---|--------------------------------|---------|---|-----------|
| Common<br>Shares | 11/15/2013 <sup>(5)</sup> | S | 10,000 | D | \$<br>4.1329<br><sup>(6)</sup> | 148,739 | D |           |
| Common<br>Shares |                           |   |        |   |                                | 13,797  | I | by 401(k) |

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                  |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                                 | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Incentive<br>Share<br>Option<br>(right to<br>buy)   | \$ 1.24                                                               | 11/15/2013                              |                                                             | M                                       |                                                                                                              | 10,000                                                         |     | <u>(7)</u>                                                       | 01/04/2022         | Common<br>Shares | 10,000                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(2)</u>                                                       | 11/13/2013                              |                                                             | M                                       |                                                                                                              | 4,498                                                          |     | 11/13/2012 <u>(1)</u>                                            | 08/14/2015         | Common<br>Shares | 4,498                               |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(2)</u>                                                       | 11/13/2013                              |                                                             | M                                       |                                                                                                              | 96,167                                                         |     | 11/13/2012 <u>(4)</u>                                            | 08/14/2015         | Common<br>Shares | 96,167                              |

## Reporting Owners

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

## Signatures

By: Russell J. Wood For: John  
Varian

11/15/2013

\_\_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) 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, upon vesting, one share of common stock. This nondiscretionary transaction represents the vesting of restricted stock units as shares of common stock.  
  
Shares sold on the open market to satisfy the maximum amount of taxes that may be required to be withheld in connection with the
- (3) vesting of the shares in a non-discretionary transaction pursuant to the reporting person's agreement under the Company's equity incentive plan.
- (4) 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.
- (5) 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 \$4.08 to \$4.16. The price reported reflects the weighted average
- (6) sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Company or a security holder of the Company full information regarding the number of shares and prices at which the transactions were effected.
- (7) Incentive Stock Option exercisable in conjunction with matching Non-Qualified Stock Option as to forty-eight (48) equal and consecutive monthly installments beginning one month after the date of grant.

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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