

VAN NESS W DENMAN
Form 4
November 16, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
VAN NESS W DENMAN

(Last) (First) (Middle)

C/O XOMA CORPORATION, 2200
POWELL STREET, SUITE 310

(Street)

EMERYVILLE, CA 94608

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XOMA Corp [XOMA]

3. Date of Earliest Transaction
(Month/Day/Year)

11/15/2018

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)

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 (A) or (D) Price			
Common Shares	11/15/2018		M	4,667 A \$ 4.03	11,646	D	
Common Shares	11/15/2018		M	3,026 A \$ 11.2	14,672	D	
Common Shares	11/15/2018		S	5,528 (1) D \$ 12.67	9,144	D	
Common Shares					1	I	by IRA (2)
Common Shares					130	I	by Trust (3)

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)	8. Amount or Number of Shares
Non-Qualified Share Option (right to buy)	\$ 4.03	11/15/2018		M	4,667	<u>(4)</u> 02/10/2027	Common Shares	4,667
Non-Qualified Share Option (right to buy)	\$ 11.2	11/15/2018		M	3,026	<u>(5)</u> 07/21/2026	Common Shares	3,026

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VAN NESS W DENMAN
C/O XOMA CORPORATION
2200 POWELL STREET, SUITE 310
EMERYVILLE, CA 94608

X

Signatures

/s/ W. Denman 11/16/2018
Van Ness

 **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) Reflects the number of shares sold in connection with the cashless exercise.

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- (2) Owned directly through W. D. Van Ness IRA.
- (3) Shares owned directly by The Van Ness 1983 Revocable Trust.
- (4) Shares subject to this option shall vest in equal monthly installments over three years from the grant date.
- (5) This option is exercisable in twelve equal monthly installments, beginning one month from the vest start date, which is the same as the grant date.

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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