

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
| Estimated average burden hours per response... | 0.5       |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person*<br><b>Varian John</b>              |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>XOMA Corp [XOMA]</b>                  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>CEO</b> |  |
| (Last) (First) (Middle)<br><b>C/O XOMA CORPORATION, 2910 SEVENTH STREET</b> |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>11/13/2013</b>                   |  |   |  |
| (Street)<br><b>BERKELEY, CA 94710</b>                                       |  | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |   |  |

| 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  | (A) or (D) |   |  |   | Price     |
| Common Shares                   | 11/13/2013 <sup>(1)</sup>            |  | M                              |   | 4,498   | A          | \$ 0 <sup>(2)</sup>   | 107,504  | D   |           |
| Common Shares                   | 11/13/2013                           |  | S                              |   | 2,455   | D          | \$ 3.913 <sup>(3)</sup>   | 105,049  | D   |           |
| Common Shares                   | 11/13/2013 <sup>(4)</sup>            |  | M                              |   | 96,167  | A          | \$ 0 <sup>(2)</sup>   | 201,216  | D   |           |
| Common Shares                   | 11/13/2013                           |  | S                              |   | 52,477  | D          | \$ 3.9128 <sup>(3)</sup>  | 148,739  | D   |           |
| Common Shares                   | 11/15/2013                           |  | M                              |   | 10,000  | A          | \$ 1.24   | 158,739  | D   |           |
| Common Shares                   | 11/15/2013 <sup>(5)</sup>            |  | S                              |   | 10,000  | D          | \$ 4.1329 <sup>(6)</sup>  | 148,739  | D   |           |
| Common 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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  | Code                           | V |   | Date Exercisable   | Expiration Date                      | Title   | Amount or Number of Shares |  |  |  |  |
| Incentive Share Option (right to buy)      | \$ 1.24  | 11/15/2013                           |  | M                              |   | 10,000  | <sup>(7)</sup>   | 01/04/2022                           | Common Shares   | 10,000                     | \$ 1.24                                    | 260,392  | D  |  |
| Restricted Stock Units                     | \$ 0 <sup>(2)</sup>                                    | 11/13/2013                           |  | M                              |   | 4,498   |  | 11/13/2012 <sup>(1)</sup> 08/14/2015 | Common Shares   | 4,498                      | \$ 0 <sup>(2)</sup>                        | 184,649  | D  |  |
| Restricted Stock Units                     | \$ 0 <sup>(2)</sup>                                    | 11/13/2013                           |  | M                              |   | 96,167  |  | 11/13/2012 <sup>(4)</sup> 08/14/2015 | Common Shares   | 96,167                     | \$ 0 <sup>(2)</sup>                        | 88,482   | D  |  |

### 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          |
| <small>Signature of Reporting Person</small> |  | <small>Date</small> |

## 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.
- (3) Shares sold on the open market to satisfy the maximum amount of taxes that may be required to be withheld in connection with the 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.
- (6) This transaction was executed in multiple trades ranging at prices from \$4.08 to \$4.16. The price reported reflects the weighted average 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.