FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
SCANNON PATRICK J MD PHD	XOMA Corp [XOMA]	X Director _____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title below) _____ Other (specify below)
C/O XOMA CORPORATION, 2910 SEVENTH STREET	02/27/2014	Exec. VP & CSO
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
BERKELEY, CA 94710		X Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	(A) or (D)	Price			
Common Shares	02/27/2014		A		43,448 (1)	A	$ 0	85,465	D	
Common Shares								22,079	I	by 401(k)
Common Shares								750	I	by Daughter
Common Shares								4,053	I	by Trust

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Share Option (right to buy)	$ 8.91	02/27/2014		A		60,000		(2)	02/27/2024	Common Shares	60,000	$ 8.91	60,000	D	

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: Russell J. Wood For: Patrick J. Scannon, M.D., Ph.D.	03/03/2014
**Signature of Reporting Person	Date

Explanation of Responses:

(1) These shares were acquired pursuant to a grant of restricted stock units on February 27, 2014 under the Amended and Restated XOMA Corporation 2010 Long Term Incentive and Stock Award Plan and are scheduled to vest in substantially equal installments on each of March 18, 2015, March 18, 2016, and March 18, 2017.

(2) Exercisable with respect to 1/48th of options in monthly increments beginning March 27, 2014 and ending February 27, 2018.