

FORM 4

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

OMB APPROVAL	
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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 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			2. Issuer Name and Ticker or Trading Symbol XOMA Corp [XOMA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2014					
C/O XOMA CORPORATION, 2910 SEVENTH STREET								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
BERKELEY, CA 94710								
(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	05/28/2014 ⁽¹⁾		M		3,150	A	\$ 0 (2)	29,502	D	
Common Shares	05/28/2014 ⁽³⁾		M		3,150	A	\$ 0 (2)	32,652	D	
Common Shares								20	I	by IRA (4)
Common Shares								10	I	by Spouse (5)
Common Shares								2,600	I	by Trust (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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				
Restricted Stock Units	\$ 0	05/28/2014 ⁽³⁾		M		3,150	⁽³⁾	05/28/2013	Common Shares	3,150	⁽²⁾	6,300	D	
Restricted Stock Units	\$ 0	05/28/2014 ⁽¹⁾		M		3,150	⁽¹⁾	05/28/2015	Common Shares	3,150	⁽²⁾	3,150	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

VAN NESS W DENMAN C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY, CA 94710	X			
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Signatures

By: Russell J. Wood For: Denman W. Van Ness		05/29/2014
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 are scheduled to vest in substantially equal installments annually over three years, with the first installment vesting on May 28, 2013.
- (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) These restricted stock units are scheduled to vest in substantially equal installments annually over three years, with the first installment vesting on May 28, 2014.
- (4) Owned directly through W. D. Van Ness IRA.
- (5) Held indirectly through the C. Van Ness IRA.
- (6) Shares owned directly by The Van Ness 1983 Revocable Trust.

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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