

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

OMB APPROVAL	
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response	0.5

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 * BAKER JULIAN				2. Issuer Name and Ticker or Trading Symbol XOMA Corp [XOMA]								4	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
(Last) (First) (Middle) 667 MADISON AVENUE, 21ST FLOOR				3. Date of Earliest Transaction (Month/Day/Year) 10/29/2012									Officer (give title below)	Oti	ther (specify below)			
(Street) NEW YORK, NY US 10065				4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group FilingCheck Applicable Line) Form filed by One Reporting Person X, Form filed by More than One Reporting Person						
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqui							e Securities	Acquir	red, Disposed of, or Beneficially Owned					
			2. Transacti (Month/Day	y/Year)	/Year) Execution Date, if any		(Instr. 8)		Dispo	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)				Beneficial	
				(Month/Day/Year)	Code	v	A	Amount	(A) or (D)	Price				Direct (D) or Indirect (I) (Instr. 4)				
Common Stock	n Stock 10/29/2		10/29/201	.2	2		P		336,0	639 (1)	A	\$ 3	1,922,230			I	See Footnotes (2) (5) (6)	
Common Stock			10/29/201	10/29/2012			P		4,283	2,419 (1)	A	\$ 3	17,888,512			I	See Footnotes (3) (5) (6)	
Common Stock		10/29/201	10/29/2012		P			103,0	608 (1)	A	\$ 3	463,839			I	See Footnotes (4) (5) (6)		
Common Stock											16,800			I	See Footnote			
Reminder: Report on a separate l	ine for each class of	securities beneficially	owned directly or i	ndirectly.									information contained in this fo ntly valid OMB control number.	rm are not rec	quired to	SEC	C 1474 (9-02)	
				Tal			ecurities Acquir lls, warrants, or											
(Instr. 3) Exercise Price of Derivative (Month/Day/Year) Execution (Month/Day/Year)		3A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8) See Di:		Number of Derivative curities Acquired (A) or sposed of (D) str. 3, 4, and 5)		6. I Exp	Expiration Date Secur		Securit	tle and Amount of Underlying 8. Pricrities Deriv. r. 3 and 4) Secur (Instr.		9. Number of Derivative Securities Beneficially	Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership			
					Code V	(A)	(D)	Da Exe		Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s)	Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)		

# **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X	X					
BAKER BROS ADVISORS LLC 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065	X	X					
667, L.P. 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065	X	X					
Baker Brothers Life Sciences LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X	X					
14159, L.P. 667 MADISION AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X	X					
BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X	Х					

# **Signatures**

/s/ Julian C. Baker		10/31/2012				
-*Signature of Reporting Person						
BAKER BROS. ADVISORS, LLC Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing						
**Signature of Reporting Person		Date				
Baker Bros. Advisors, LLC, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing						
**Signature of Reporting Person		Date				
Baker Bros. Advisors, LLC, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P. (						
**Signature of Reporting Person		Date				
Baker Bros. Advisors, LLC, Mgmt. Co. and Inv. Adviser to 14159, L.P., pursuant to authority granted by 14159 Capital, L.P., GP to 14159, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing		10/31/2012				
-*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) On October 29, 2012, Baker Brothers Life Sciences, L.P. ("BBLS"), 14159, L.P. ("14159"), and 667, L.P. ("667", and together with BBLS and 14159, the "Funds") purchased 4,282,419, 103,608 and 336,639 shares of Xoma Corporation (the "Issuer"), respectively, pursuant to an underwork
- After giving effect to the transaction reported herein, and as a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of common stock reported in column 5 of Ta partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.

  After giving effect to the transaction reported herein, and as a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of common stock reported in Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from BBLS.

- (4) After giving effect to the transaction reported herein, and as a result of their ownership interest in 14159 Capital (GP), LLC, Julian C. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of common stock reported in Column 5 of Table I di which the sole general partner is 14159 Capital (GP), LLC, due to 14159 Capital, L.P.'s right to receive an allocation of a portion of the profits from 14159.
- (5) The aggregate beneficial ownership reported on this form is 20,291,381 shares of common stock.
- Baker Bros. Advisors, LLC (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Julian (6) respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker and interest therein, and this report shall not be deemed an admission that Julian C. Baker, Felix J. Baker and/or the Adviser are beneficial owners of such securities for purposes of Section 16 or any other purpose.
- (7) Reflects Restricted Stock Units payable in common stock, which are scheduled to vest in substantially equal installments annually over three years beginning on August 14, 2013. The Restricted Stock Units were granted to Kelvin Neu, a Managing Director of the Adviser, as compensation deemed to hold the Restricted Stock Units solely for the benefit of the Funds and the Funds may be deemed to be beneficial owners of the Restricted Stock Units.

#### Remarks:

Kelvin Neu, a Managing Director of Baker Bros. Advisors, LLC, is a director of Xoma Corporation ("the Issuer"). By virtue of their representation on the Board of Directors of the Issuer, for purposes of Section 16 of the Securities Excha

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.