FORM 4

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

OMB APPF	ROVAL
OMB Number:	3235-0287
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 or Section 30(h) of the Investment Company Act of 1940

(Print or Typ	e Responses)	_													
1. Name and Address of Reporting Person* KORNBERG ARTHUR MD (Last) (First) (Middle) (Street)			2. Issuer Name and Ticker or Trading Symbol XOMA LTD /DE/ [XOMA]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)XDirector10% Owner						
				3. Date of Earliest Transaction (Month/Day/Year) 05/11/2004							-	Officer (give title below) Other (specify below)				
			4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person						
(City)	(State)	(Zip)			Ta	able I - No	n-Deriv	ative S	ecuritie	s Acquir	red, Disposed	of, or Benef	ficially Own	ed	
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)			e, if (. Transact Code Instr. 8)	(A) or Disposed of		f (D) Owned Follow Transaction(s				6. Ownership Form:	7. Nature of Indirect Beneficial	
				(Month/Day/Year)		ear)	Code	V Aı	Amount (A) or (D) Price		Price	(Instr. 3 and 4)			Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common	Shares		05/07/2004				M	1,	000	^	\$ 3.38 1	11,000			D	
Reminder: F							ii	n this fo	orm ar	e not re	equired t	collection o to respond o I number.				1474 (9-02)
Reminder: F																1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction	Table II - 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code	ts, calls tion of D Se	Numb Numb erivati	Acquired rants, option of the Expire (Mones)	n this for current, Dispos	orm are the thick of the thick	e not re lid OME or Benef le securi	equired to a control of control o	to respond to number. Dwned and Amount erlying	8. Price of	9. Number of Derivative Securities Beneficially	of 10. Owners Form of Derivati	11. Natur hip of Indirec Beneficia ive Ownershi
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transac Code	ts, calls 5. tion of D Sc A (A	Numb Numb erivati	Acquired rants, option of the following of the following following in the following following and the following foll	n this for current l, Disposons, conte Exercation Da	orm are the thick of the thick	e not re lid OME or Benef le securi	equired to a control of control o	to respond to number. Dwned and Amount erlying ies	8. Price of Derivative Security	9. Number of Derivative Securities	of 10. Owners Form of Derivati Security Direct (or Indire	11. Natur of Indirec Beneficia Ownershi (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transac Code	ts, calls 5. tion of D Sc A (A	Numb erivati ecuritic cquire A) or ispose F(D) nstr. 3	Acquirecterants, optimals and acquirecterants, optimals and acquirecterants and acquirecterant acquirecterants and acquirecterant acquirecterants and acquirecterant a	n this for current l, Disposons, conte Exercation Da	orm are the thick of the thick	e not re lid OME or Bene le securi	equired to a control of control o	to respond to number. Dwned and Amount erlying ies	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form of Derivati Security Direct (or Indirects)	11. Natur of Indirec Beneficia Ownershi (Instr. 4)

Reporting Owners

D (O N /	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
KORNBERG ARTHUR MD						
	X					

Signatures

By: John L. Castello For: Arthur Kornberg, M.D.	05/11/2004
**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).

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.