## FORM 4

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

OMB APPE	ROVAL
OMB Number:	3235-0287
Estimated average	burden
houre 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

e Responses)															
Name and Address of Reporting Person *  Varian John				2. Issuer Name and Ticker or Trading Symbol XOMA Corp [XOMA]						5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
	(First) DRATION, 2910	(Middle) SEVENTH	3. Date of Earliest Transaction (Month/Day/Year) 07/19/2012							X Officer (give title below) Other (specify below)  Director and CEO  6. Individual or Joint/Group Filing(Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person					
FV CA 94	(Street)		4. If Amendment, Date Origina				nal Filed(Month/Day/Year)								
	(State)	(Zip)	Table I - Non-Derivative Securities Acqu				es Acquir	ired, Disposed of, or Beneficially Owned							
ecurity		2. Transaction Date (Month/Day/Year	Execut any	ion I	Date, if (	Code Instr.	8)	(A) or Di (Instr. 3,	isposed o	of (D) O	wned Followir ransaction(s)		( H I C	Ownership of Gorm: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Dwnership Instr. 4)
Report on a se	parate line for each o		- Derivat	tive !	Securities	s Acq	Perso in this a curr uired, Disp	form arently va	re not re lid OME or Benef	equired to a control ficially O	to respond u I number.				474 (9-02)
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise (Month/Day/Years) Price of Derivative Security	Date (Month/Day/Year) a	any	4. 5 Transaction Code S (Instr. 8) A		5. Number of Derivative Securities Acquired (A) or Disposed of (D)		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)	Securities Beneficially Owned Following Reported	Form of Derivative Security: Direct (D) or Indirect	(Instr. 4)	
			Code	V	(A)	(D)			ration	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
\$ 3.53	07/19/2012		A		391,80	5	(1)	07/1	9/2022	Comm	1391.803	\$ 3.53	391,805	D	
1	EY, CA 94  EY, CA 94  Conversion or Exercise Price of Derivative Security	d Address of Reporting Person hn  (First) MA CORPORATION, 2910  (Street)  EY, CA 94710  (State)  Eccurity  2.  Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)	d Address of Reporting Person hn  (First) (Middle)  MA CORPORATION, 2910 SEVENTH  (Street)  EY, CA 94710  (State) (Zip)  Ecurity 2. Transaction Date (Month/Day/Year)  Report on a separate line for each class of securities be execution or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)	Address of Reporting Person 2. Issue XOMA (First) (Middle) (Middle	A Address of Reporting Person    A Composition (First) (Middle) (M	Address of Reporting Person*  And CORPORATION, 2910 SEVENTH  (Street)  (Street)  (Street)  (State)  (Zip)  (Currity  (State)  (Zip)  (Month/Day/Year)  (Month/Day/Year)  (A. If Amendment, Date Execution Date (any (Month/Day/Year))  (Month/Day/Year)  (A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code (Instr. 8)  (Code V (A)	2. Issuer Name and Ticker XOMA Corp [XOMA]  (Street) 3. Date of Earliest Transaction (7/19/2012  (Street) 4. If Amendment, Date Original Ey, CA 94710  (State) 2. Transaction Date (Month/Day/Year) 2. Trable II - Derivative Securities Date (Month/Day/Year) 3. Transaction Date (Instr. Code (Instr. Security) 2. Trable II - Derivative Securities Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. If Amendment, Date Original Execution Date (Instr. Securities Derivative Securities Securities Derivative Securities Secur	Address of Reporting Person hin	Address of Reporting Person hin    2. Issuer Name and Ticker or Trading Symbol XOMA Corp [XOMA]  3. Date of Earliest Transaction (Month/Day/Yea 07/19/2012  (Street)    4. If Amendment, Date Original Filed, Month/Day/Yea O7/19/2012  (State)    (Zip)    Table 1 - Non-Derivative Execution Date (Month/Day/Year)    (Month/Day/Year)    (Amount Code (Instr. 8)    (Instr. 8)    (Instr. 8)    (Amount Code (Instr. 8)    (Month/Day/Year)    2. Transaction Date (Month/Day/Year)    (Month/Day/Year)    (Amount Code (Instr. 8)    (Month/Day/Year)    (Amount Code (Instr. 8)    (Month/Day/Year)    (Month/Day/Year)	Address of Reporting Person— hin (First) (Middle) ACORPORATION, 2910 SEVENTH (Street)  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  (Street) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 3. Transaction Date (Instr. 8) (Instr. 3, 4 and 5)  (A) or Disposed of (Instr. 8)  (A) or Disposed of Original Filed(Month/Day/Year)  (A) or Disposed of (Instr. 8)  (A) or Disposed of Original Filed(Month/Day/Year)  (A) or Disposed of (Instr. 8)  (A) or Disposed of Original Filed(Month/Day/Year)  (A) or Disposed of Original Filed(Month/Day/Year)  (A) or Disposed of (Instr. 8)  (A) or Disposed of Original Filed(Month/Day/Year)  (B) Original Filed(Month/Day/Year)  (A) or Disposed of Original Filed(Month/Day/Year)  (B) Original Filed(Month/Day/Year)  (A) or Disposed of Original Filed(Month/Day/Year)  (B) Original Filed(Month/Day/Year)  (B) Original Filed(Month/Day/Year)  (Code V (A) (D) Disposed of Original Filed(Month/Day/Year)  (B) Original Filed(Month/Day/Year)  (Code V (A) (D) Disposed of Original Filed(Month/Day/Year)  (B) Origin	Address of Reporting Person hin	2. Issuer Name and Ticker or Trading Symbol XOMA Corp [XOMA]  3. Date of Earliest Transaction (Month/Day/Year) (Street)  4. If Amendment, Date Original Filed(Month/Day/Year) (Month/Day/Year) (Street)  4. If Amendment, Date Original Filed(Month/Day/Year) (Month/Day/Year) (Street)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 and 4)  7. Amount Or Securities Of the Code (A) or Disposed of (D) (Instr. 3 and 4)  8. Amount Or Securities Of the Code (A) or Disposed of (D) (Instr. 3) (Instr. 3 and 4)  8. Transaction (Street) (Instr. 3) (Inst	Address of Reporting Person."  And Corp (First)  (Middle)  (Matth)  (Middle)  (Matth)  (Middle)  (Matth)  (Middle)  (Middle)	Address of Reporting Persons*    Comparison   Comparison	Address of Reporting Person 2  2. Issuer Name and Ticker or Trading Symbol XOMA Corp [XOMA]  5. Relationship of Reporting Person(5) to Issuer (Check all applicable)  5. Relationship of Reporting Person(5) to Issuer (Check all applicable)  6. Officer (give title below)  7. Officer (give title below)  8. Officer (give title below)  9. Officer (give title below)  10. Of

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Varian John C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY, CA 94710	X		Director and CEO				

### **Signatures**

By: Fred Kurland For: John Varian	07/23/2012
**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) Exercisable with respect to 1/48th of options in monthly increments beginning 08/19/2012 and ending 07/19/2016.
- (2) These restricted stock units are scheduled to vest in substantially equal installments annually over three years, with the first installment vesting on August 14, 2013.

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.