

# FORM 4

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

OMB APPROVAL	
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## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Klein Thomas</b>	2. Issuer Name and Ticker or Trading Symbol <b>XOMA Corp [XOMA]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Commercial Officer</b>
(Last) (First) (Middle) <b>C/O XOMA CORPORATION, 2910 SEVENTH STREET</b>	3. Date of Earliest Transaction (Month/Day/Year) <b>03/18/2014</b>	
(Street) <b>BERKELEY, CA 94710</b>	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
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>	

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	03/18/2014 <sup>(1)</sup>		M		667	A	\$ 0 <sup>(2)</sup>	44,115	D	
Common Shares	03/18/2014		S		257	D	\$ 6.316 <sup>(3)</sup>	43,858	D	
Common Shares	03/18/2014 <sup>(4)</sup>		M		80,000	A	\$ 0 <sup>(2)</sup>	123,858	D	
Common Shares	03/18/2014		S		30,708	D	\$ 6.316 <sup>(3)</sup>	93,150	D	
Common Shares								1,659	I	by 401(k)

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						
Restricted Stock Units	\$ 0 <sup>(2)</sup>	03/18/2014		M		667	03/18/2014 <sup>(1)</sup>	03/18/2016	Common Shares	667	\$ 0 <sup>(2)</sup>	241,333	D	
Restricted Stock Units	\$ 0 <sup>(2)</sup>	03/18/2014		M		80,000	03/18/2014 <sup>(4)</sup>	03/18/2016	Common Shares	80,000	\$ 0 <sup>(2)</sup>	161,333	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klein Thomas C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY, CA 94710			Chief Commercial Officer	

## Signatures

By: Russell J. Wood For: Thomas Klein		03/20/2014
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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 were granted on March 23, 2013 and are scheduled to vest in substantially equal installments on each of March 18, 2014, March 18, 2015, and March 18, 2016.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock. This nondiscretionary transaction represents the settlement of vested restricted stock units in shares of common stock.
- (3) Shares sold on the open market to satisfy the minimum amount of taxes required to be withheld in connection with the vesting of the shares in a non-discretionary transaction pursuant to the reporting person's agreement under the Company's equity incentive plan.
- (4) These restricted stock units were granted on March 18, 2013 and are scheduled to vest in substantially equal installments on each of March 18, 2014, March 18, 2015, and March 18, 2016.

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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