RUBIN PAUL D Form 5 February 13, 2013

securities beneficially owned directly or indirectly.

FORM 5

FORM	15							OMB AF	PPROVAL	
. 01111		STATES SECU	RITIES AN	D EXC	HAN	GE CO	MMISSION	OMB Number:	3235-0362	
Check th no longer		shington, D.C. 20549				Expires:	January 31,			
to Section Form 4 of 5 obligation may cont See Instruction 1(b).	n 16. or Form ions tinue. uction Filed pur Holdings Section 17(suant to Section	RSHIP OF 16(a) of the Jtility Holdin	SECUR Securitieng Comp	ITIE s Exe oany	CS change A Act of 19	act of 1934,	Estimated a burden hou response	rs per	
RUBIN PAUL D Symbol							5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle) 3. Stater (Month/	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012				(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specify			
C/O XOMA CORPORA SEVENTH	ATION, 2910					bel	low) Sr. VP Cli	below) nical Dev. & O	СМО	
	(Street)		endment, Date onth/Day/Year)	Original		6.	Individual or Joi	int/Group Rep		
BERKELE	Y, CA 94710					_	_ Form Filed by C _ Form Filed by M rson			
(City)	(State)	(Zip) Tak	ole I - Non-De	rivative Se	curiti	ies Acquir	ed, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		d of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C				Amount	or	Price	(Instr. 3 and 4)	(Instr. 4)		
Common Shares	12/31/2012(1)	Â	J	2,214	A	\$ 2.5252	4,422	I	by 401(k)	
Common Shares	Â	Â	Â	Â	Â	Â	2,036	D	Â	
	port on a separate line						ection of inform		SEC 2270	

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(9-02)

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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)	4. Transaction Code (Instr. 8)	5. 6. Date Exe Number Expiration I of (Month/Day Derivative Securities Acquired		Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
				(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

D

Reporting Owners

Reporting Owner Name / Address	Relationships						
- U	Director	10% Owner	Officer	Other			
RUBIN PAUL D C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY. CA 94710	Â	Â	Sr. VP Clinical Dev. & CMO	Â			

Signatures

By: Fred Kurland For: Paul Rubin 02/13/2013

**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) All shares were acquired during the 2012 fiscal year under the XOMA Corporation Deferred Savings Plan. All shares were acquired in a transaction exempt from Section 16(b).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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