RUBIN PAUL D Form 5 February 13, 2013

FORM 5

OMB APPROVAL

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

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January 31,

Check this box if
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5 obligations

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

may continue.

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **RUBIN PAUL D** Symbol XOMA Corp [XOMA] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 12/31/2012 below) below) C/O XOMA Sr. VP Clinical Dev. & CMO CORPORATION. 2910 SEVENTH STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

BERKELEY, CAÂ 94710

(State)

(Zip)

(City)

X Form Filed by One Reporting Person __ Form Filed by More than One Reporting

(,)	(4)	Tab	ie I - Non-Der	rivative Se	ecuriti	es Acquire	ea, Disposea of,	or Beneficiali	y Owned
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)	(Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Beneficially Form: Dwned at end Direct (D) or Indirect Siscal Year (I) Instr. 3 and (Instr. 4)	7. Nature of Indirect Beneficial Ownership (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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table I. Non Devivative Securities Assured Disposed of an Boneficially Or

SEC 2270 (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. Number of Derivative Securities Acquired		ate	7. Titl Amou Under Secur (Instr.	int of rlying	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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