CASTLE A M & CO Form 4 July 28, 2015

## FORM 4

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

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

CASTLE A M & CO [CAS]

3. Date of Earliest Transaction

(Print or Type Responses)

1. Name and Address of Reporting Person \* Scheinkman Steven W.

> (First) (Middle)

1420 KENSINGTON ROAD, SUITE 220

OAK BROOK, IL 60523

(Last)

(Street)

4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

(Month/Day/Year)

07/24/2015

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below) below)

President 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

6. Ownership

Form: Direct

Person

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

(T) (Instr. 4) Transaction(s)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(1)	07/24/2015		A	65,000		(2)	(2)	Common Stock	65,000
Employee Stock Option (right to buy)	\$ 3.92	07/24/2015		A	180,000		(3)	07/23/2025	Common Stock	180,00
Employee Stock Option (right to buy)	\$ 3.92	07/24/2015		A	50,000		<u>(4)</u>	07/23/2025	Common Stock	50,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Scheinkman Steven W. 1420 KENSINGTON ROAD SUITE 220 OAK BROOK, IL 60523	X		President and CEO				

# **Signatures**

Marec E. Edgar, Attorney-in-Fact 07/28/2015

\*\*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) Each restricted stock unit represents a contingent right to receive one share of common stock of A.M. Castle & Co.
- (2) The restricted stock units vest in full on December 31, 2017, provided the Reporting Person is employed by A.M. Castle & Co. on the vesting date.
- As awarded under the A.M. Castle & Co. 2015-2017 Long-Term Compensation Plan, one-third, or 60,000, options shall be vested on April 17, 2016, and exercisable on July 24, 2016, an additional one-third, or 60,000, options shall be vested and exercisable on April 17, 2018, provided the Reporting Person is employed by A.M. Castle & Co. on each of the vesting dates.
- (4) As awarded under the A.M. Castle & Co. 2015 Short-Term Incentive Plan, one-third, or 16,666, options shall be vested and exercisable on July 24, 2016, an additional one-third, or 16,667, options shall be vested and exercisable on July 24, 2017, and the final one-third, or 16,667, options shall be vested and exercisable on July 24, 2018, provided the Reporting Person is employed by A.M. Castle & Co. on

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each of the vesting dates.

#### **Remarks:**

Exhibit 24: Power of Attorney

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.