CASTLE A M & CO

Form 4

February 29, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KNOPP RONALD E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CASTLE A M & CO [CAS]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

1420 KENSINGTON ROAD, SUITE 02/25/2016

(Street)

220

Security

(Instr. 3)

4. If Amendment, Date Original Filed(Month/Day/Year)

(Month/Day/Year)

EVP, Chief Operating Officer 6. Individual or Joint/Group Filing(Check

below)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

Person

below)

OAKBROOK, IL 60523

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(9-02)

(A)

(Instr. 8)

Code

Following Reported Transaction(s)

Owned

(Instr. 3 and 4)

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

Execution Date, if

(Month/Day/Year)

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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

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) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to	\$ 1.98	02/25/2016		A		152,000		<u>(1)</u>	02/25/2026	Common Stock	152,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KNOPP RONALD E 1420 KENSINGTON ROAD SUITE 220 OAKBROOK, IL 60523

EVP, Chief Operating Officer

Signatures

buy)

/s/ Marec E. Edgar, Attorney-in-Fact 02/29/2016

**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).
- As awarded under the A.M. Castle & Co. 2016-2018 Long-Term Compensation Plan, one-third, or 50,666, options shall be vested and exercisable on February 25, 2017, one-third, or 50,667, options shall be vested and exercisable on February 25, 2018, and one-third, or 50,667, options shall be vested and exercisable on February 25, 2019, provided that the Reporting Person is employed by A.M. Castle & Co. on each of the vesting dates.

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.

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