CASTLE A M & CO

Form 4

February 29, 2016

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

OMB APPROVAL

response...

Expires:

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Street)

(State)

Edgar Marec Elden

2. Issuer Name and Ticker or Trading

Symbol

CASTLE A M & CO [CAS]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director

10% Owner

1420 KENSINGTON ROAD, SUITE 02/25/2016

220

Filed(Month/Day/Year)

X_ Officer (give title Other (specify below)

(Check all applicable)

5. Relationship of Reporting Person(s) to

EVP, GC, Secretary & CAO

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Person

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

Issuer

OAKBROOK, IL 60523

(City)

(Instr. 3)

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

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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) 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 buy)	\$ 1.98	02/25/2016		A		172,000		<u>(1)</u>	02/25/2026	Common Stock	172,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Edgar Marec Elden 1420 KENSINGTON ROAD SUITE 220 OAKBROOK, IL 60523

EVP, GC, Secretary & CAO

Signatures

/s/ Marec E. 02/29/2016 Edgar

**Signature of Date
Reporting Person

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 57,333, options shall be vested and exercisable on February 25, 2017, one-third, or 57,333, options shall be vested and exercisable on February 25, 2018, and one-third, or 57,334, 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.

Reporting Owners 2