

Stephens Scott F
Form 4
March 08, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stephens Scott F

2. Issuer Name and Ticker or Trading Symbol
CASTLE A M & CO [CAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1420 KENSINGTON ROAD, SUITE 220
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, CFO & Treas.

OAK BROOK, IL 60523
(City) (State) (Zip)

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

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

| 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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/06/2013 | | M | 9,704 (2) | A \$ 0 | 43,425 (1) | D |
| Common Stock | 03/06/2013 | | F | 3,192 | D \$ 16.29 | 40,233 | D |

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

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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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Share Unit | (3) | 03/06/2013 | | M | 9,704 | (3) (3) | Common Stock 9,704 |
| Restricted Stock Units | (4) | 03/06/2013 | | A | 9,600 | (5) (5) | Common Stock 9,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stephens Scott F 1420 KENSINGTON ROAD SUITE 220 OAK BROOK, IL 60523 | | | Vice President, CFO & Treas. | |

Signatures

Robert J. Perna,
Attorney-in-Fact

03/08/2013

**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) Amount of securities beneficially owned includes a total of 42.5 shares acquired on December 24, 2012, via Registrant's Employee Stock Purchase Plan.
- (2) Shares of common stock acquired pursuant to the payout of a performance share unit grant made on March 18, 2010 (the "PSU"). Each PSU represented a contingent right to receive a share of A.M. Castle & Co. common stock upon achievement of certain total
- (3) shareholder return ("TSR") performance goals set by the Human Resources Committee of the Board of Directors in 2010. The PSU paid out on March 6, 2013.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock of A.M. Castle & Co.
- (5) The restricted stock units vest in full on December 31, 2015, provided the reporting person is employed by A.M. Castle & Co. on the vesting date.

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.