

GARRETT THOMAS L
 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 *
GARRETT THOMAS L

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

OAK BROOK, IL 60523

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres., Total Plastics, Inc.

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)
			Code	V	Amount or Price		
Common Stock	03/06/2013		S		1,500 D \$ 16.19 <u>(1)</u>	14,042	D
Common Stock	03/06/2013		M		2,370 <u>(3)</u> A \$ 0	16,412	D
Common Stock	03/06/2013		F		874 D \$ 16.29	15,538	D
Common Stock						8,243.82	I See Note <u>(2)</u>

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

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Share Units	(4)	03/06/2013		M		2,370	(4) (4)	Common Stock	2,370
Restricted Stock Units	(5)	03/06/2013		A		2,900	(6) (6)	Common Stock	2,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARRETT THOMAS L 1420 KENSINGTON ROAD SUITE 220 OAK BROOK, IL 60523			Pres., Total Plastics, Inc.	

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).

- This transaction was executed in multiple trades at prices ranging from \$16.18 to \$16.21 per share. The price reported above reflects the
- (1) weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (2) Between November 30, 2012 and February 28, 2013, the reporting person acquired 539.77 shares of A.M. Castle & Co. common stock under the A.M. Castle & Co. 401(k) Plan. The information in this report is based upon a plan statement dated as of February 28, 2013.
 - (3) Shares of common stock acquired pursuant to the payout of a performance share unit grant made on March 18, 2010 (the "PSU").

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- Each PSU represented a contingent right to receive a share of A.M. Castle & Co. common stock upon achievement of certain total
- (4) 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.
 - (5) Each restricted stock unit represents a contingent right to receive one share of common stock of A.M. Castle & Co.
 - (6) 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.