CASTLE A M & CO
Form 4
July 28, 2015

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

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

(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)
07/24/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

(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
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		(4)	07/23/2025	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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.

(3) 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, 2017, and the final 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

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.
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