

SIMPSON MICHAEL
Form 4
May 27, 2011

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 *
SIMPSON MICHAEL

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)
05/27/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

OAK BROOK, IL 60523

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

(City) (State) (Zip)

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 | | | |
| Common Stock | 05/27/2011 | | M | 10,000 A \$ 11 | 107,083 | D | |
| Common Stock | 05/27/2011 | | S | 6,084 D \$ 18.14 (1) | 100,999 | D | |
| Common Stock | | | | | 10,546 | I | See Note (2) |
| Common Stock | | | | | 22,781 | I | See Note (3) |
| Common Stock | | | | | 262,433 | I | See Note (4) |

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| | | | |
|--------------|------------|---|-------------------------|
| Common Stock | 20,992 | I | See Note (5) |
| Common Stock | 157,872 | I | See Note (6) |
| Common Stock | 1,371.0566 | I | Through 401(k) Plan (7) |

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

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SEC 1474 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 11 | 05/27/2011 | | M | 10,000 | 07/26/2002 07/26/2011 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SIMPSON MICHAEL 1420 KENSINGTON ROAD SUITE 220 OAK BROOK, IL 60523 | X | | | |

Signatures

Robert J. Perna,
Attorney-In-Fact

05/27/2011

**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 \$18.04 to \$18.29. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) Beneficiary under Trust dated 12/07/1949 United States Trust Co., Trustee.

(3) Beneficiary under Trust dated 7/24/1968 United States Trust Co., Trustee.

(4) Beneficiary under Trust dated 7/26/1972 United States Trust Co. and Patrick J. Herbert, III, Trustee.

(5) Beneficiary under Trust dated 12/23/1976 Northern Trust Co., Trustee.

(6) Beneficiary under Trust dated 12/19/1980 Patrick J. Herbert, III, Trustee.

(7) Between March 31, 2011 and April 30, 2011 the reporting person's share balance of A. M. Castle & Co. stock under the A. M. Castle & Co. 401(k) plan decreased by 0.0694 shares. The information in this report is based on a plan statement dated as of April 30, 2011.

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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