

OMB APPROVAL	
OMB Number:	3235-0287
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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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Anderson Patrick R.</u>  (Last) (First) (Middle) 1420 KENSINGTON ROAD SUITE 220  (Street) OAK BROOK IL 60523  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CASTLE A M &amp; CO [ CASLQ ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, CFO & Treasurer
	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	08/31/2017		J <sup>(1)</sup>		22,951 <sup>(2)</sup>	D	\$0 <sup>(2)</sup>	0 <sup>(2)</sup>	D	
Common Stock	08/31/2017		A		320,861 <sup>(3)</sup>	A	\$0.00	320,861	D	
Common Stock	08/31/2017		A		282 <sup>(4)</sup>	A	\$0	321,143	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Notes	\$3.77	08/31/2017		A		\$444,000		08/31/2017	08/31/2022	Common Stock	117,823	\$0.00	\$444,000	D	

**Explanation of Responses:**

- On June 19, 2017, the Issuer and certain of its subsidiaries (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). On August 2, 2017, the Bankruptcy Court entered an order confirming the Debtors' prepackaged joint plan of reorganization, dated as of July 25, 2017 (as amended and supplemented from time to time, the "Plan"), and on August 31, 2017 (the "Effective Date"), the Plan became effective pursuant to its terms and the Debtors emerged from bankruptcy.
- On the Effective Date, all outstanding shares of the Issuer's common stock, par value \$0.01 per share (the "Old Common Stock"), and all options to purchase such Old Common Stock and all unvested restricted stock units with respect to such Old Common Stock, were cancelled and extinguished. The Reporting Person owned 7,394 unvested restricted stock units and 207,405 unexercised stock options that were cancelled pursuant to the Plan.
- Represents restricted stock granted by the Issuer pursuant to the A.M. Castle & Co. Management Incentive Plan. The restricted stock vests in full on August 31, 2020.
- New shares of the Issuer's common stock, par value \$0.01 (the "New Shares"), were issued to the Reporting Person pursuant to the Plan in exchange for Old Common Stock held by the Reporting Person on the Effective Date under the Plan. The Reporting Person received 0.1231 New Shares for every share of Old Common Stock held by the Reporting Person on the Effective Date. The receipt of New Shares was involuntary, without consideration and in accordance with the Plan approved by the Bankruptcy Court.

/s/ Patrick R. Anderson, By:  
Marec E. Edgar, Attorney-in- 09/05/2017  
Fact

\*\* Signature of Reporting Person Date

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

\* 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).

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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