

# **CASTLE A M & CO**

Reported by  
**STEPHENS SCOTT F**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/26/14 for the Period Ending 03/24/14

|             |                                                          |
|-------------|----------------------------------------------------------|
| Address     | 1420 KENSINGTON ROAD<br>SUITE 220<br>OAK BROOK, IL 60523 |
| Telephone   | 8474557111                                               |
| CIK         | 0000018172                                               |
| Symbol      | CAS                                                      |
| SIC Code    | 5051 - Metals Service Centers and Offices                |
| Industry    | Misc. Fabricated Products                                |
| Sector      | Basic Materials                                          |
| Fiscal Year | 12/31                                                    |

# FORM 4

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

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).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * |         |          | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                                                                                                                                     |  |  |
| <b>Stephens Scott F</b>                   |         |          | <b>CASTLE A M &amp; CO [ CAS ]</b>                |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>VP Finance/CFO</b> |  |  |
| (Last)                                    | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |                                                                                                                                                                                                                |  |  |
| <b>1420 KENSINGTON ROAD, SUITE 220</b>    |         |          | <b>3/24/2014</b>                                  |  |                                                                                                                                                                                                                |  |  |
| (Street)                                  |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                                                                    |  |  |
| <b>OAK BROOK, IL 60523</b>                |         |          |                                                   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |                                                                                               |                                                          |                                                       |

#### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |     | 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|------------------------------------------|--------------------------------------------------------|----------------|-----------------------------------|---------------------------|----------------------------------------------------------------------------------------|-------|-----------------------------------------|-----|-----------------------------------------------------------------------------------|-----------------|--------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|-------|
|                                          |                                                        |                |                                   |                           | Code                                                                                   | V     | (A)                                     | (D) | Date Exercisable                                                                  | Expiration Date |                                            |                                                                                                     |                                                                                  |                                                        | Title |
| <b>Restricted Stock Units</b>            | (1)                                                    | 3/24/2014      |                                   | A                         |                                                                                        | 10147 |                                         | (2) | (2)                                                                               | Common Stock    | 10147                                      | \$0                                                                                                 | 10147                                                                            | D                                                      |       |

#### Explanation of Responses:

- (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, 2016, provided the reporting person is employed by A.M. Castle & Co. on the vesting date.

#### Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |                       |       |
|----------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                        | Director      | 10% Owner | Officer               | Other |
| <b>Stephens Scott F<br/>1420 KENSINGTON ROAD<br/>SUITE 220<br/>OAK BROOK, IL 60523</b> |               |           | <b>VP Finance/CFO</b> |       |

#### Signatures

/s/ Jeffrey S. Torf, Attorney-in-Fact

3/25/2014

\*\* 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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