

CASTLE A M & CO

Reported by
DOLAN SCOTT J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/17/12 for the Period Ending 10/15/12

Address	1420 KENSINGTON ROAD SUITE 220 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**

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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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * DOLAN SCOTT J <small>(Last) (First) (Middle)</small> 1420 KENSINGTON ROAD, SUITE 220 <small>(Street)</small> OAK BROOK, IL 60523 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol CASTLE A M & CO [CAS] 3. Date of Earliest Transaction (MM/DD/YYYY) 10/15/2012 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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)	Price			

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				
Restricted Stock Units	(1)	10/15/2012		A		78492	(2)	(2)	Common Stock	78492	\$0	78492	D	
Performance Share Unit	(3)	10/15/2012		A		2779 (4)	(5)	(5)	Common Stock	2779 (4)	\$0	2779 (4)	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) Restricted Stock Units vest annually in 25% increments on October 15 of each of the next four years, provided the reporting person is employed by A.M. Castle & Co. on the respective vesting dates.
- (3) Each performance share unit ("PSU") represents a contingent right to receive one share of A.M. Castle & Co. common stock.
- (4) The grant amount of 2,779 PSUs assumes 100% vesting. Since payout for PSUs can range from 0% to 200%, the maximum number of shares that could vest and be distributed is 5,558.
- (5) The PSUs will vest on December 31, 2012, if the reporting person remains employed by the Company on the vesting date and the Company determines that it achieved certain total shareholder return ("TSR") performance goals. The performance period began on January 1, 2010 and ends December 31, 2012. Once vested, payout for PSU's can range from 0% to 200% based on the Company's relative TSR over the performance period, as compared to a group of peer companies. TSR is measured generally as the increase or decrease in the market value of Company common stock including the reinvestment of dividends.

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
DOLAN SCOTT J 1420 KENSINGTON ROAD SUITE 220 OAK BROOK, IL 60523	X		President and CEO	

Signatures

Robert J. Perna, Attorney-in-Fact

10/17/2012

** 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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