

CASTLE A M & CO

Reported by
STEPHENS SCOTT F

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/08/13 for the Period Ending 03/06/13

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**

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

1. Name and Address of Reporting Person * Stephens Scott F <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) 3/6/2013 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President, CFO & Treas. 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			
Common Stock	3/6/2013		M		9704 <small>(2)</small>	A	\$0	43425 <small>(1)</small>	D	
Common Stock	3/6/2013		F		3192	D	\$16.29	40233	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	Amount or Number of Shares				
Performance Share Unit	<small>(3)</small>	3/6/2013		M		9704		<small>(3)</small>	<small>(3)</small>	Common Stock	9704	\$0 <small>(3)</small>	0	D	
Restricted Stock Units	<small>(4)</small>	3/6/2013		A		9600		<small>(5)</small>	<small>(5)</small>	Common Stock	9600	\$0	9600	D	

Explanation of Responses:

- (1) Amount of securities beneficially owned includes a total of 42.5 shares acquired on December 24, 2012, via Registrant's Employee Stock Purchase Plan.
- (2) Shares of common stock acquired pursuant to the payout of a performance share unit grant made on March 18, 2010 (the "PSU").
- (3) Each PSU represented a contingent right to receive a share of A.M. Castle & Co. common stock upon achievement of certain total shareholder return ("TSR") performance goals set by the Human Resources Committee of the Board of Directors in 2010. The PSU paid out on March 6, 2013.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock of A.M. Castle & Co.
- (5) The restricted stock units vest in full on December 31, 2015, 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
Stephens Scott F 1420 KENSINGTON ROAD SUITE 220 OAK BROOK, IL 60523			Vice President, CFO & Treas.	

Signatures

Robert J. Perna, Attorney-in-Fact

3/8/2013

** 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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