

CASTLE A M & CO
Form 5
February 14, 2008

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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

3400 NORTH WOLF ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

FRANKLIN PARK, IL 60131

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	05/29/2007	Â	P4	75,050.96 A \$ 0 ⁽¹⁾	85,596.96	I ⁽²⁾	Footnote 2
Common Stock	05/29/2007	Â	S4 ⁽³⁾	75,050.96 D \$ 31.1	10,546	I ⁽²⁾	Footnote 2
Preferred Stock	05/29/2007	Â	S4	500 D \$ 0 ⁽¹⁾	0	I ⁽²⁾	Footnote 2
Common Stock	05/29/2007	Â	P4	56,288.22 A \$ 0 ⁽⁴⁾	79,069.22	I ⁽⁵⁾	Footnote 5
	05/29/2007	Â	S4 ⁽³⁾	56,288.22 D \$ 31.1	22,781	I ⁽⁵⁾	

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Common Stock									Footnote 5
Preferred Stock	05/29/2007	Â	S4	375	D	\$ 0 ⁽⁴⁾	0	I ⁽⁵⁾	Footnote 5
Common Stock	05/29/2007	Â	P4	15,010.19	A	\$ 0 ⁽⁶⁾	264,378.19	I ⁽⁷⁾	Footnote 7
Common Stock	05/29/2007	Â	J4 ⁽⁸⁾	91,496	D	\$ 0	172,882.19	I ⁽⁷⁾	Footnote 7
Common Stock	05/29/2007	Â	S4 ⁽³⁾	15,010.19	D	\$ 31.1	157,872	I ⁽⁷⁾	Footnote 7
Preferred Stock	05/29/2007	Â	S4	100	D	\$ 0 ⁽⁶⁾	0	I ⁽⁷⁾	Footnote 7
Common Stock	05/30/2007	Â	I4 ⁽⁹⁾	1,446	A	\$ 34.58	3,219	D	Â
Common Stock	06/01/2007	Â	J4 ⁽¹⁰⁾	91,496	A	\$ 0	94,715	D	Â
Common Stock	12/11/2007	Â	S4 ⁽¹¹⁾	100	D	\$ 27.72	94,615	D	Â
Common Stock	12/11/2007	Â	S4 ⁽¹¹⁾	100	D	\$ 27.73	94,515	D	Â
Common Stock	12/11/2007	Â	S4 ⁽¹¹⁾	600	D	\$ 27.74	93,915	D	Â
Common Stock	12/11/2007	Â	S4 ⁽¹¹⁾	681	D	\$ 27.75	93,234	D	Â
Common Stock	12/11/2007	Â	S4 ⁽¹¹⁾	100	D	\$ 27.78	93,134	D	Â
Common Stock	12/11/2007	Â	S4 ⁽¹¹⁾	400	D	\$ 27.79	92,734	D	Â
Common Stock	12/11/2007	Â	S4 ⁽¹¹⁾	1,250	D	\$ 27.8	91,484	D	Â
Common Stock	12/11/2007	Â	S4 ⁽¹¹⁾	2,300	D	\$ 27.81	89,184	D	Â
Common Stock	12/11/2007	Â	S4 ⁽¹¹⁾	675	D	\$ 27.82	88,509	D	Â
Common Stock	12/11/2007	Â	S4 ⁽¹¹⁾	300	D	\$ 27.83	88,209	D	Â
Common Stock	12/11/2007	Â	S4 ⁽¹¹⁾	300	D	\$ 27.88	87,909	D	Â
Common Stock	12/11/2007	Â	S4 ⁽¹¹⁾	100	D	\$ 27.9	87,809	D	Â
	12/11/2007	Â	S4 ⁽¹¹⁾	300	D		87,509	D	Â

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Common Stock						\$	27.91		
Common Stock	12/12/2007	Â	G4 ⁽¹¹⁾	2,110	D	\$ 0	85,399	D	Â
Common Stock	Â	Â	3	Â	Â	Â	Â	I ⁽¹²⁾	Footnote 12
Common Stock	Â	Â	3	Â	Â	Â	Â	I ⁽¹³⁾	Footnote 13

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

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(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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 7.05	Â	Â	3	Â Â	10/04/2003 10/04/2012	Common Stock	6,000
Stock Options (Right to Buy)	\$ 8.52	Â	Â	3	Â Â	06/01/2005 06/01/2014	Common Stock	7,500
Stock Options (Right to Buy)	\$ 10	Â	Â	3	Â Â	07/27/2001 07/27/2010	Common Stock	10,000
Stock Options (Right to Buy)	\$ 10.35	Â	Â	3	Â Â	06/03/2003 06/03/2012	Common Stock	5,000
Stock Options	\$ 11	Â	Â	3	Â Â	07/26/2002 07/26/2011	Common Stock	10,000

(Right to Buy)

Stock

Options (Right to Buy)	\$ 14.22	Â	Â	3	Â	Â	07/01/2006	07/01/2015	Common Stock	7,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMPSON MICHAEL 3400 NORTH WOLF ROAD FRANKLIN PARK, IL 60131	Â X	Â	Â	Â

Signatures

Sherry L. Holland,
Attorney-in-Fact

02/14/2008

__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).

(1) The reporting person converted 500 shares of Convertible Preferred Stock on May 29, 2007 at a conversion price of \$6.69 per share plus accrued interest resulting in his acquisition of 75,050.96 shares of common stock. The Convertible Preferred Stock had a face value of \$1,000 per share. The Convertible Preferred Stock was convertible into common stock at any time by the holder on a 149.4768 for one basis plus accrued interest at the same conversion rate and had no expiration date. Reported on Form 4 dated 5/30/2007.

(2) Beneficiary under Trust dated 12/7/1949 United States Trust Co., Trustee.

(3) Transaction previously reported on Form 4 dated 5/30/2007.

(4) The reporting person converted 375 shares of Convertible Preferred Stock on May 29, 2007 at a conversion price of \$6.69 per share plus accrued interest resulting in his acquisition of 56,288.22 shares of common stock. The Convertible Preferred Stock had a face value of \$1,000 per share. The Convertible Preferred Stock was convertible into common stock at any time by the holder on a 149.4768 for one basis plus accrued interest at the same conversion rate and had no expiration date. Transaction previously reported on Form 4 dated 5/30/2007.

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

(6) The reporting person converted 100 shares of Convertible Preferred Stock on May 29, 2007 at a conversion price of \$6.69 per share plus accrued interest resulting in his acquisition of 15,010.19 share of common stock. The Convertible Preferred Stock had a face value of \$1,000 per share. The Convertible Preferred Stock was convertible into common stock at any time by the holder on a 149.4768 for one basis plus accrued interest at the same conversion rate and had no expiration date. Transaction previously reported on Form 4 dated 5/30/2007.

(7) Beneficiary under Trust dated 12/19/1980 Patrick J. Herbert, III, Trustee (stock acquired by Trust).

(8) Adjusted to reflect actual number of share in which Mr. Simpson has a beneficial interest - not the number of share held by the Trust. Transaction previously reported on Form 4 dated 5/30/2007.

(9) Restricted Stock awarded to Directors as of April 27, 2007, valued at closing common stock price on April 27, 2007; cliff vests in one year. Transaction previously reported on Form 4 dated 5/30/2007.

(10) The adjustment made to the Trust in Footnote 7 removing the reference to 91,496 shares from the Trust reporting should have added those shares as directly held. Transaction previously reported on Form 4 dated 6/1/2007.

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- (11) Transaction previously reported on Form 4 dated 12/13/2007.
- (12) Beneficiary under Trust dated 7/26/1972 United States Trust Co. and Patrick J. Herbert, III, Trustee.
- (13) Beneficiary under Trust dated 12/23/1976 Northern Turst Co., Trustee.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.