

Stephens Scott F
Form 4
March 22, 2010

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stephens Scott F

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. Date of Earliest Transaction (Month/Day/Year)

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

3400 NORTH WOLF RD.

03/18/2010

Vice President, CFO & Treas.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

FRANKLIN PARK, IL 60131

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/18/2010	A	13,100					<u>(2)</u>	<u>(2)</u>	Common Stock	13,100
Performance Share Unit	<u>(3)</u>	03/18/2010	A	13,100 <u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	13,100 <u>(4)</u>
Employee Stock Option (right to buy)	\$ 12.79	03/18/2010	A	25,500					03/18/2013	03/17/2018	Common Stock	25,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stephens Scott F 3400 NORTH WOLF RD. FRANKLIN PARK, IL 60131			Vice President, CFO & Treas.	

Signatures

Robert J. Perna,
Attorney-in-Fact

03/22/2010

__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) Each restricted stock unit represents a contingent right to receive one share of common stock of A. M. Castle & Co. (the "Company").
 - (2) The restricted stock units vest in full on December 31, 2012, provided the reporting person is employed by A. M. Castle & Co. on the vesting date.
 - (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 13,100 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 26,200.
- The PSUs will vest on December 31, 2012, if the reporting person remains employed by the Company over the performance period and the Company determines that it achieved certain total shareholder return ("TSR") performance goals. The performance period begins on
- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space 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.