

CASTLE A M & CO

Form 4/A

May 21, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOOKS STEPHEN V

(Last) (First) (Middle)

3400 NORTH WOLF ROAD

(Street)

FRANKLIN PARK, IL 60131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CASTLE A M & CO [CAS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/17/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, Castle Metals

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

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 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)
Common Stock	03/14/2008		A ⁽¹⁾	84,000 A	\$ 0 121,234 ⁽⁵⁾	D	
Common Stock	03/14/2008		F ⁽²⁾	29,159 D	\$ 25.13 92,075	D	
Common Stock					2,356.5838 ⁽³⁾	I	By 401K Plan
Common Stock					576.497 ⁽⁴⁾	I	By PAYSOP Plan

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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 5.21					10/23/2004	10/23/2013	Common Stock	44,300

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOOKS STEPHEN V 3400 NORTH WOLF ROAD FRANKLIN PARK, IL 60131	President, Castle Metals

Signatures

Sherry L. Holland,
Attorney-in-Fact 05/21/2008

**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) Shares awarded pursuant to Issuer's 2005-2007 Long Term Incentive Program.
- (2) Shares withheld for taxes.
- (3) Information in this report is based upon a Plan statement dated 2/29/08 - exempt Rule 16b-3(c).
- (4) Information in this report is based upon a Plan statement dated 11/23/07 - exempt Rule 16b-3(c).

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- (5) Amount of securities beneficially owned adjusted to correct for math error on Form 4 filed 4/28/2006. The math error resulted in 40 more shares than were actually owned.

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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