CASTLE A M & CO

Form 4

January 30, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations

may continue.

See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARTIN WILLIAM C

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

CASTLE A M & CO [CAS]

(Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year) 01/28/2015

Director Officer (give title below)

X__ 10% Owner __ Other (specify

C/O RAGING CAPITAL MANAGEMENT, LLC, TEN PRINCETON AVENUE, PO BOX 228

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person

ROCKY HILL, NJ 08553

(City)

(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. Transactic Code (Instr. 8)	4. Securition Disposice (Instr. 3, 4)	ed of (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, \$0.01 par value (1)	01/28/2015		P	17,694	A	\$ 6.0463	3,789,950	I (2) (3)	By Raging Capital Master Fund, Ltd.
Common Stock, \$0.01 par value (1)	01/29/2015		P	54,733	A	\$ 6.0034	3,844,683	I (2) (3)	By Raging Capital Master Fund, Ltd.

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ection	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	(of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) I	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				5	Securities			(Instr.	3 and 4)	
	Security				I	Acquired					
					((A) or					
					I	Disposed					
					C	of (D)					
					((Instr. 3,					
					4	4, and 5)					
										A	
										Amount	
							Date	Expiration	m: 1	or	
							Exercisable Date	Date	Title	Number	
				C 1	3 7 /	(A) (D)				of	
				Code	V ((A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address		10% Owner	Officer	Other			
MARTIN WILLIAM C C/O RAGING CAPITAL MANAGEMENT, LLC TEN PRINCETON AVENUE, PO BOX 228 ROCKY HILL, NJ 08553		X					
Raging Capital Management, LLC TEN PRINCETON AVENUE PO BOX 228 ROCKY HILL, NJ 08553-0228		X					
Raging Capital Master Fund, Ltd. C/O OGIER FIDUCIARY SERVICES (CAYMAN) 89 NEXUS WAY CAMANA BAY, GRAND CAYMAN, E9 KY 1-9007		X					
TRAUB KENNETH H 90 NASSAU STREET SUITE 500 PRINCETON, NJ 08542				See Explanation of Reponses			

Reporting Owners 2

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Signatures

By: /s/ Frederick C. Wasch as attorney-in-fact for William C. Martin						
**Signature of Reporting Person	Date					
By: Raging Capital Management, LLC, By: /s/ Frederick C. Wasch, Chief Financial Officer	01/30/2015					
**Signature of Reporting Person	Date					
By: Raging Capital Master Fund, Ltd., By: Raging Capital Management, LLC, Investment Manager, By: /s/ Frederick C. Wasch, Chief Financial Officer						
**Signature of Reporting Person	Date					
By: /s/ Frederick C. Wasch as attorney-in-fact for Kenneth H. Traub	01/30/2015					
**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).
 - This Form 4 is filed jointly by Raging Capital Master Fund, Ltd. ("Raging Master"), Raging Capital Management, LLC ("Raging Capital"), William C. Martin and Kenneth H. Traub (collectively, the "Reporting Persons"). Each of the Reporting Persons may be
- (1) deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of CommonStock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.
- Represents securities owned directly by Raging Master. As the Investment Manager of Raging Master, Raging Capital may be deemed to beneficially own the securities owned directly by Raging Master. As the Managing Member of Raging Capital, Mr. Martin may be deemed to beneficially own the securities owned directly by Raging Master.
- On January 22, 2015, Raging Capital entered into an oral understanding with Kenneth H. Traub pursuant to which it agreed to pay him 30% of the Incentive Allocation, attributable solely to the performance of Raging Master's investment in shares of Common Stock of the Company, that is earned by Raging Capital at the end of any given year if Mr. Traub is elected or appointed to the Board of Directors of the Company. Accordingly, Mr. Traub may be deemed to have a pecuniary interest in these shares of Common Stock.

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.

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