

VAN NESS W DENMAN
 Form 5
 March 30, 2010

FORM 5

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

OMB APPROVAL

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 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 *
 VAN NESS W DENMAN
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 XOMA LTD /DE/ [XOMA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

C/O XOMA LTD., 2910 SEVENTH STREET
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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

BERKELEY, CA 94710
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 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 Shares	12/11/2008	^	S5 ⁽¹⁾	D	680 ⁽²⁾	\$ 0.9226	0	I by Company	
Common Shares	^	^	^	^	^	^	300	I by IRA ⁽³⁾	
Common Shares	^	^	^	^	^	^	150	I by Spouse ⁽⁴⁾	
Common Shares	^	^	^	^	^	^	49,481	I by Trust	

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