

**CASTLE A M & CO**  
Reported by  
**HERBERT PATRICK J III**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 11/26/08 for the Period Ending 03/24/08

Address	3400 N WOLF RD FRANKLIN PARK, IL 60131
Telephone	7084557111
CIK	0000018172
Symbol	CAS
SIC Code	5051 - Metals Service Centers and Offices
Industry	Misc. Fabricated Products
Sector	Basic Materials
Fiscal Year	12/31

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>HERBERT PATRICK J III</b> <small>(Last) (First) (Middle)</small>  <b>3400 NORTH WOLF ROAD</b> <small>(Street)</small>  <b>FRANKLIN PARK, IL 60131</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CASTLE A M &amp; CO [ CAS ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>3/24/2008</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock	(1)	3/24/2008		A		115.473		(2)	(2)	Common Stock	115.473	\$25.98	18451.724 (3)	D	
Phantom Stock	(1)	5/9/2008		A		161.655		(2)	(2)	Common Stock	161.655	\$30.93	18613.379	D	
Phantom Stock	(1)	8/11/2008		A		287.644		(2)	(2)	Common Stock	287.644	\$19.99	18901.023	D	
Phantom Stock	(1)	11/24/2008		A		616.523		(2)	(2)	Common Stock	616.523	\$8.11	19786.332 (4)	D	

**Explanation of Responses:**

- (1) Conversion is on a 1 for 1 basis.
- (2) Phantom Stock acquired under the Issuer's Directors' Deferred Compensation Plan. These shares will become payable, in cash or common stock, at the election of the reporting person upon the reporting person's departure from the Board or otherwise per the reporting person's election made at the time of the election to defer compensation.
- (3) Balance includes 53.746 shares acquired on March 7, 2008 pursuant to an automatic dividend reinvestment feature under the Issuer's Directors' Deferred Compensation Plan.
- (4) Balance includes 34.223 shares acquired on May 22, 2008, 53.432 shares acquired on August 21, 2008, and 181.132 shares acquired on November 20, 2008 pursuant to an automatic dividend reinvestment feature under the Issuer's Directors' Deferred Compensation Plan.

**Remarks:**

Mr. Herbert's power of attorney naming Robert J. Perna and Suzanne Garrison, each of them singly, as attorney in fact, is attached as an exhibit to this filing.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>HERBERT PATRICK J III 3400 NORTH WOLF ROAD FRANKLIN PARK, IL 60131</b>	<b>X</b>	<b>X</b>		

**Signatures**

**Robert J. Perna, Attorney-In-Fact**

**11/26/2008**

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## POWER OF ATTORNEY

Know by all these presents, that the undersigned hereby constitute and appointed each of Robert J. Perna and Suzanne Garrison, signing singly, the undersigned's true and lawful attorney-in-fact to:

- 1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of A. M. Castle & Co. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- 2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- 3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10<sup>th</sup> day of November, 2008.

/s/ Patrick J. Herbert III  
Patrick J. Herbert III