CASTLE A M & CO
Form 11-K
June 29, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

[x] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

[ ] TRANSITION REPORT PURSUANT TO SECTION 15(d) of the securities exchange act of 1934

For the transition period from _____ to _____

Commission File Number 1-5415

A.M. CASTLE & CO. EMPLOYEES' PROFIT SHARING PLAN

(Employer Identification Number 36-0879160, Plan Number 002)

(Full title of plan)

A. M. CASTLE & CO.

(Name of issuer of securities held pursuant to the plan)

3400 North Wolf Road; Franklin Park, Illinois 60131

(Address of principal executive offices of issuer of securities

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

A. M. CASTLE & CO. EMPLOYEES' PROFIT SHARING PLAN

By: /s/ Paul J. Winsauer
Paul J. Winsauer
Plan Administrator

Date: June 29, 2006

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Investment Committee and Plan
Administrator of A.M. Castle & Co.
Employees' Profit Sharing Plan
Franklin Park, Illinois

We have audited the accompanying statements of net assets available for benefits of A.M. Castle & Co. Employees' Profit Sharing Plan ("the Plan") as of December 31, 2005 and 2004, and the related statement of changes in net assets available for benefits for the year ended December 31, 2005. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of A.M. Castle & Co. Employees' Profit Sharing Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the year ended December 31, 2005, in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplementary schedule listed in the table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management. The supplementary schedule has been subjected to the auditing procedures applied in the audit of the basic 2005 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic 2005 financial statements taken as a whole.

/s/ Crowe Chizek and Company LLC
Crowe Chizek and Company LLC

Oak Brook, Illinois
June 26, 2006

EMPLOYEES' PROFIT SHARING PLAN
FINANCIAL STATEMENTS
December 31, 2005 and 2004

A. M. CASTLE & CO.
EMPLOYEES' PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2005 and 2004

	2005	2004
ASSETS		
Investments		
Mutual funds	$ 62,277,239	$ 63,307,129
Participant loans	1,564,887	1,539,748
A. M. Castle and Company Stock Fund	3,714,385	2,845,898
Total investments	67,556,511	67,692,775
Receivables		
Employer contribution	2,780,945	42,654
Participant contributions	214,834	232,867
Accrued investment income	-	8,744
Total receivables	2,995,779	284,265
Total assets	70,552,290	67,977,040
LIABILITIES		
Other payables	-	5,850
NET ASSETS AVAILABLE FOR BENEFITS	$ 70,552,290	$ 67,971,190

See accompanying notes to finanical statements

A. M. CASTLE & CO.
EMPLOYEES' PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2005

Additions to net assets attributed to:		
Investment income		
Net appreciation in fair value of investments	$	5,779,510
Interest		192,120
Dividends		437,627
Total investment income		6,409,257
Contributions		
Employer		3,324,703
Participant		2,554,486
Rollovers from other qualified plans		115,227
Total contributions		5,994,416
Total additions		12,403,673
Deductions from net assets attributed to:		
Benefits paid to participants		9,748,926
Administrative fees		73,647
Total deductions		9,822,573
Net increase in net assets		2,581,100
Net assets available for benefits		
Beginning of year		67,971,190
End of year	$	70,552,290

See accompanying notes to financial statements

A. M. CASTLE & CO.

EMPLOYEES' PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2005 and 2004

NOTE 1 - DESCRIPTION OF PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following description of A. M. Castle & Co. Employees' Profit Sharing Plan ("the Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General: The Plan was established on January 1, 1957. The Plan was amended and restated from time to time to provide a means for eligible (salaried and nonsalaried) employees to participate in the earnings of A. M. Castle & Co. in order to build a supplemental retirement fund and to provide additional disability and death benefits. Participants should refer to the plan document for more complete information.

The Plan is a defined contribution profit-sharing and 401(k) plan available to salaried and other eligible employees of A. M. Castle & Co. and certain of its subsidiaries (collectively referred to as "the Company"). Employees of the Company are eligible to become participants in the Plan upon completion of 30 days of service for the 401(k) and matching portion of the Plan and one year of service for the profit-sharing portion of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Trustee: The Principal Financial Group is the trustee of the Plan effective September 1, 2005. Prior to this date ABN AMRO was the trustee. The Plan's trust fund is administered under the terms of certain trust agreements between the Company and the trustee. The trust agreements provide, among other things, that the trustee shall account for all investments, receipts, and disbursements and other transactions and shall provide annually a report setting forth such transactions and the status of the fund at the close of the period.

Participant Accounts: Each participant may contribute up to 17% of the participant's pretax compensation if an employee of A. M. Castle & Co. and 10% if a member of the USWA, as defined by the Plan, subject to Internal Revenue Code ("IRC") limitations. Participants may contribute up to 5% of their after-tax compensation, as defined by the Plan. Similar to pretax contributions, the earnings on these contributions accumulate on a tax-deferred basis. Effective October 1, 2005, participants may contribute up to 100% of their compensation, as defined by the Plan. Participants direct the investment of their participant and employer contributions among various investment options offered by the Plan, including the common stock of the Company.

A. M. CASTLE & CO.
EMPLOYEES' PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2005 and 2004

NOTE 1 - DESCRIPTION OF PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

Employer Contributions: The employer's matching contribution for employees of A. M. Castle & Co. is 25% of each dollar the employee contributes to the Plan up to the first 6% of the participant's pretax compensation. The employer's matching contribution for employees of Oliver Steel Plate Corporation is 50% of each dollar the employee contributes to the plan up to the first 6% of the participant's pretax compensation. USWA participants receive no matching contributions. Additionally, the Company may also make profit-sharing contributions. The employer's profit-sharing contribution to the Plan is determined at Company management's discretion as defined by the Plan. Company profit-sharing contributions are allocated to participants' accounts in the ratio of their yearly covered compensation to the total of all participants' yearly covered compensation. For the year ended December 31, 2005, the Company profit-sharing contribution was $2,780,945.

Vesting: Participant contributions and earnings thereon are at all times 100% vested. For employer matching and profit-sharing contributions to the Plan and any earnings thereon, participants will be one-third vested after completing one calendar year of service. Upon completion of three years of service, participants will become two-thirds vested in the matching portion of the Plan, until completion of five years of service, at which time they will become fully vested in both the matching and profit-sharing portions of the Plan. In addition, the Plan contains provisions under which the entire amount credited to a participant's account is distributable upon a participant's disability or death.

Forfeitures: Matching contributions made by the Company may be reduced by the amount of forfeitures from employees' matching contribution accounts. Amounts forfeited from employees' profit sharing contribution accounts are to be allocated to eligible participants, as defined by the Plan. The amount of forfeitures, which reduced matching contributions for the year ended December 31, 2005, was $23,726. The amount of forfeitures allocated to participant accounts for the year ended December 31, 2005 was $125,414. At December 31, 2005 and 2004, there were unallocated forfeitures of $4,081 and $135,523, respectively.

Allocations of Income: Earnings of the Plan, as defined, are allocated to participants' accounts based on the proportion of each participant's account balance within each fund to the total account balance.

A. M. CASTLE & CO.
EMPLOYEES' PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2005 and 2004

NOTE 1 - DESCRIPTION OF PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

Participant Loans: Participants may borrow a minimum of $1,000 and a maximum of the lesser of $50,000 or 50% of their vested account balances for a specified time period, as defined in the plan document. Interest is charged on outstanding loans at one percentage point above the prime rate in effect at the time of the loan. Loan rates are established at the beginning of each quarter. Loans are secured by the balance in the participant's account. Upon termination of employment, participant loans (if in default) are first deducted from participant equity, with the remaining equity balance distributed to the participant.

Payment of Benefits: Distributions from the Plan will not be made until a participant retires, dies, or otherwise terminates employment with the Company. Distributions are made in cash in a lump sum or an installment basis or can be rolled over to another plan or an individual's IRA account. Distributions are recorded when paid.

Basis of Accounting: The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the use of estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Risks and Uncertainties: The Plan utilizes various investment instruments, including mutual funds, a common collective fund, and common stock. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition: Investments are stated at fair value. The fair values of common stock and mutual fund investments are based on quoted market prices as of the last day of the year. Common collective trusts are valued at the fair value of participant units held by the Plan.as of the last trading day of the period, as reported by the managers of the respective trusts. Interest and dividends earned on investments, but not yet received, are included in the statements of net assets available for benefits. Participant loans are valued at the outstanding loan balances.

A. M. CASTLE & CO.
EMPLOYEES' PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2005 and 2004

NOTE 1 - DESCRIPTION OF PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

Net appreciation (depreciation) in fair value of investments is calculated as the difference between market value at January 1, or date of purchase if subsequent to January 1, and fair value at year end.

Benefit Payments: Benefit payments to participants are recorded upon distribution. Included in net assets available for benefits are amounts allocated to individuals who have completed an election to withdraw from the Plan and requested that their benefits be paid but whose distributions have not yet been paid. Plan assets allocated to the accounts of these participants were $105,573 and $23,963 at December 31, 2005 and 2004, respectively.

Administrative Expenses: Administrative and trustee expenses are allocated to participants' accounts based on the proportion of each participant's account balance to the total of all account balances.

NOTE 2 - INVESTMENTS

The Plan's investments that represent 5% or more of the Plan's net assets available for benefits (at fair value) as of December 31 are as follows:

	2005	2004
Common collective fund		
ABN AMRO Income Plus Fund	$ 20,199,350	$ 20,846,647
Mutual funds		
A. M. Castle & Co. Equity Fund	22,323,661	24,290,994
Vanguard Wellesley Balanced Fund	5,795,671	5,835,378
Vanguard 500 Index Fund	2,947,851*	3,502,269
Other		
A. M. Castle & Co. Common Stock Fund	3,714,385	2,845,898*

* This amount is presented for comparative purposes only, as it is less than 5% of net assets at December 31.

A. M. CASTLE & CO.
EMPLOYEES' PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2005 and 2004

NOTE 2 – INVESTMENTS (Continued)

During 2005, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated as follows:

A. M. Castle & Co. common stock	$ 2,142,126
Common collective fund	774,251
Mutual funds	2,863,133
Net appreciation of investments	$ 5,779,510

NOTE 3 - FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated August 2, 2002 that the Plan and related trust were designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter; however, the Plan's management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 4 - PLAN TERMINATION

Although the Company has not expressed any intent to do so, it reserves the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions set forth in ERISA. In the event of termination of the Plan, all participants shall become 100% vested in their accounts and no part of the trust fund shall revert to the Company.

NOTE 5 - RELATED-PARTY TRANSACTIONS

Effective September 1, 2005 the Principal Financial Group became trustee for the Plan and now manages its investments. Additionally, certain plan investments were shares of mutual funds or a common collective fund managed by the former trustee, ABN AMRO. Transactions in such investments, as well as loans made to plan participants, qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

A. M. CASTLE & CO.
EMPLOYEES' PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2005 and 2004

NOTE 5 - RELATED-PARTY TRANSACTIONS (Continued)

The Plan invests in the common stock of the plan sponsor, A. M. Castle & Co. through a unitized stock fund (the A.M. Castle & Co. Common Stock Fund). This qualifies as a related-party transaction. As of December 31, 2005, the fair value of this common stock held in the fund was $3,673,171 on 168,185 shares. The fair value as of December 31, 2004 was $2,820,315 on 236,207 shares held.

The Company pays certain fees and expenses of the Plan. During 2005, administrative fees of $73,647 were paid by the Plan to The Principal Financial Group and ABN AMRO, which qualify as party-in-interest transactions.

SUPPLEMENTARY INFORMATION

A. M. CASTLE & CO.
EMPLOYEE'S PROFIT SHARING PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR
December 31, 2005

Name of plan sponser: A. M. Castle & Co.
Employer identification number: 36-087916
Three-digit plan number: 002

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	A. M. Castle & Co.	AM Castle & Co. Common Stock	**	$3,673,171
*	ABN AMRO	Investor Money Market Fund	**	41,214
		AM Castle & Co. Common Stock Fund	**	3,714,385
*	ABN AMRO/ Montag & Caldwell	Growth Income Fund	**	11,594,032
	Allianz NFJ Advisors	Dividend Value Institutional Fund	**	10,729,629
		A. M. Castle & Co. Equity Fund	**	22,323,661
*	ABN AMRO	Income Plus Fund	**	20,199,350
*	ABN AMRO/ Montag & Caldwell	Growth Income Fund	**	679,009
	Allianz NFJ Advisors	Dividend Value Institutional Fund	**	2,108,287
	American Funds	Europacific Growth Fund	**	3,298,998
	Janus Investments	Mid Cap Value Fund	**	2,133,560
		Emerging Growth Fund	**	2,790,852
	Vanguard	Wellesley Balanced Fund	**	5,795,671
	Vanguard	500 Index Fund	**	2,947,851
*	Loans to participants			1,564,887

Maturing through 2008,	
Total investments	$67,556,511

* Represents a party in interest

** Cost information is not required for participant-directed investments and, therefore, is not included.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No.'s 33-30545, 33-37818, 333-118030, and 333-118031 on Form S-8 of A.M. Castle & Co., as well as, Registration Statement No.'s 333-87254 and 333-106709 on Form S-3 of A.M. Castle & Co. of our report dated June 26, 2006, appearing in this Annual Report on Form 11-K of the A.M. Castle & Co. Employees' Profit Sharing Plan for the year ended December 31, 2005.

/s/ Crowe Chizek and Company LLC
Crowe Chizek and Company LLC

Oak Brook, Illinois
June 28, 2005

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of A. M. Castle & Co. Employees' Profit Sharing Plan (the "Plan") on Form 11-K for the period ended December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Paul J. Winsauer, Plan Administrator of the Plan, certify to the best of my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Resort fairly presents, in all material respects, the financial condition and result of operations of the Plan.

A. M. CASTLE & CO. EMPLOYEES' PROFIT SHARING PLAN

By: /s/ Paul J. Winsauer
Paul J. Winsauer
Plan Administrator
June 29, 2006