

GIDWITZ BETSY R
Form 4
February 27, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GIDWITZ JAMES G

2. Issuer Name and Ticker or Trading Symbol
CONTINENTAL MATERIALS CORP [CUO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

(Last) (First) (Middle)
200 S. WACKER DRIVE, SUITE 4000

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2012

CHICAGO, IL 60606

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

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

(City) (State) (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. 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/16/2012		P	A	\$ 1,672	24,320	I See footnote (1)
Common Stock						1,500	I See footnote (7)
Common stock						37,781	I See footnote (6)
Common						66,002	D (5)

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stock				
Common stock		10,502	D ⁽³⁾	
Common stock		10,502	D ⁽⁴⁾	
Common stock		10,502	D ⁽²⁾	
Common Stock		727,126	I	See footnote <u>(1)</u>

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIDWITZ JAMES G 200 S. WACKER DRIVE SUITE 4000 CHICAGO, IL 60606	X	X	Chairman of the Board	
GIDWITZ BETSY R 200 S WACKER DRIVE SUITE 4000	X	X		

CHICAGO, IL 60606

GIDWITZ RALPH W
200 S WACKER DRIVE
SUITE 4000
CHICAGO, IL 60606

X X

GIDWITZ RONALD J
200 SOUTH WACKER DRIVE
SUITE 4000
CHICAGO, IL 60606

X X

Signatures

James G.
Gidwitz 02/27/2012

 **Signature of Date
Reporting Person

Betsy R.
Gidwitz 02/27/2012

 **Signature of Date
Reporting Person

Ralph W.
Gidwitz 02/27/2012

 **Signature of Date
Reporting Person

Ronald J.
Gidwitz 02/27/2012

 **Signature of Date
Reporting Person

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) The Reporting Persons are partners of a general partnership that is the record owner of the shares of the Issuer's Common Stock reported herein. In that capacity, each of the Reporting Persons is deemed to be the beneficial owner of such Common Stock for Section 16 purposes. Each of the Reporting Persons disclaims beneficial ownership of such Common Stock except to the extent of his or her beneficial interest in such partnership. Reported shares purchased may represent more than one transaction.

(2) Shares held of record by, and beneficially owned by, Reporting Person Betsy R. Gidwitz.

(3) Shares held of record by, and beneficially owned by, Reporting Person Ralph W. Gidwitz.

(4) Shares held of record by, and beneficially owned by, Reporting Person Ronald J. Gidwitz.

(5) Shares held of record by, and beneficially owned by, Reporting Person James G. Gidwitz.

(6) Shares owned by James G. Gidwitz through Issuer's 401(K) Plan. Additions are the result of semi-monthly wage withholdings invested in the CMC Common Stock at various times during the year since the last report.

(7) Shares purchased in a Trust for which the reporting person, James G. Gidwitz, has uncompensated investment authority but disclaims beneficial ownership of these shares except to the extent of his position as Trustee and investment advisor.

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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