

CONTINENTAL MATERIALS CORP

Form 4

March 10, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDREWS WILLIAM DOUGLAS

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
440 S. LASALLE STREET, SUITE
3100

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2017

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

(Street)
CHICAGO, IL 60605

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) | | | |
|---------------------------------------|---|---|---|--|--|--|---|--------|---|-------------------------------------|
| | | | Code | V | Amount (A) or (D) Price \$ | | | | | |
| Common Stock | 03/08/2017 | | A | | 1,500 (4) | A | 27.2 (4) | 36,550 | D | |
| Common Stock | | | | | | | | 1,300 | I | In Trust, See Footnote (2) |
| Common Stock | | | | | | | | 500 | I | Owned by Parents (1) |
| Common | | | | | | | | 1,000 | I | In Trust, |

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| | | | | |
|-----------------|-------|---|--|------------------------|
| Stock | | | | See Footnote (3) |
| Common Stock | 2,725 | I | | Owned by Spouse |

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

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SEC 1474
(9-02)

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 Beneficially Owned Following Reportable Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| ANDREWS WILLIAM DOUGLAS 440 S. LASALLE STREET SUITE 3100 CHICAGO, IL 60605 | X |

Signatures

William D.
Andrews 03/10/2017

**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).

- (1) Shares purchased in Parent's names. The reporting person has uncompensated investment authority but disclaims beneficial ownership of these shares except to the extent of his position as investment advisor.
- (2) Shares purchased in Trusts held for benefit of Nephew. The reporting person is an uncompensated Trustee with investment authority. The reporting person disclaims beneficial ownership of these shares except to the extent of his position as Trustee and investment advisor.
- (3) Shares purchased in Trusts held for benefit of Niece. The reporting person is an uncompensated Trustee with investment authority. The reporting person disclaims beneficial ownership of these shares except to the extent of his position as Trustee and investment advisor.
- (4) Grant of 1,500 shares as compensation for service as a Director for the year 2017 under the 2010 Non-Employee Director Stock Plan pursuant to 16b-3(d).

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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