

Gidwitz Steve
Form 4
February 11, 2019

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 *
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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2019

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman of the Board

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								126,208	I	See footnote <u>(1)</u>
Common Stock								6,000	I	See footnote <u>(7)</u>
Common stock								33,140	I	See footnote <u>(6)</u>
Common								66,002	D ⁽⁵⁾	

stock

Common stock	02/07/2019	A	3,000 (8)	A	\$ 20.99 (8)	23,002	D (3)	
Common stock	02/07/2019	A	3,000 (8)	A	\$ 20.99 (8)	3,000	D (4)	
Common stock	02/07/2019	A	3,000 (8)	A	\$ 20.99 (8)	7,108	D (2)	
Common Stock						727,126	I	See footnote (1)

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

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(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 Transaction (Instr. 3 and 4)
				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
GIDWITZ JAMES G 440 S. LASALLE STREET SUITE 3100 CHICAGO, IL 60605	X	X	Chairman of the Board	

GIDWITZ RALPH W
440 S. LASALLE STREET
SUITE 3100
CHICAGO, IL 60605

X X

Gidwitz Scott
440 SOUTH LASALLE STREET
SUITE 3100
CHICAGO, IL 60605

X X

Gidwitz Steve
440 SOUTH LASALLE STREET
SUITE 3100
CHICAGO, IL 60605

X X

Signatures

James G.
Gidwitz 02/11/2019

 Signature of Date
Reporting Person

Ralph W.
Gidwitz 02/11/2019

 Signature of Date
Reporting Person

Scott Gidwitz 02/11/2019

 Signature of Date
Reporting Person

Steven B.
Gidwitz 02/11/2019

 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 Steven B. 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 Scott 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.

(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.

(8) Grant of 3,000 shares as compensation for service as a Director for the year 2019 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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