

CONTINENTAL MATERIALS CORP

Form 4

January 29, 2015

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**200 S. WACKER DRIVE, SUITE  
4000**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/27/2015**

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

(Street)  
**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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock								126,208	I	See footnote (1)
Common Stock								4,500	I	See footnote (7)
Common stock								30,577	I	See footnote (6)
Common								66.002	D (5)	

stock

Common stock	01/27/2015	A	<u>1,500</u> (8)	A	<u>\$</u> 16.45 (8)	15,002	D <u>(3)</u>	
Common stock	01/27/2015	A	<u>1,500</u> (8)	A	<u>\$</u> 16.45 (8)	15,002	D <u>(4)</u>	
Common stock	01/27/2015	A	<u>1,500</u> (8)	A	<u>\$</u> 16.45 (8)	15,002	D <u>(2)</u>	
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.

**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.**

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 Reported 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 200 S. WACKER DRIVE SUITE 4000 CHICAGO, IL 60606	X	X	Chairman of the Board	

GIDWITZ BETSY R  
200 S WACKER DRIVE  
SUITE 4000  
CHICAGO, IL 60606

X X

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 01/29/2015

  Signature of  
Reporting Person

Date

Betsy R.  
Gidwitz 01/29/2015

  Signature of  
Reporting Person

Date

Ralph W.  
Gidwitz 01/29/2015

  Signature of  
Reporting Person

Date

Ronald J.  
Gidwitz 01/29/2015

  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) 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.
- (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 1,500 shares as compensation for service as a Director for the year 2015 under the 2010 Non-Employee Director Stock Plan pursuant to 16b-3(d).

## Edgar Filing: CONTINENTAL MATERIALS CORP - Form 4

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

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