

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-03**
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REPORTING OWNER

GIDWITZ BETSY R

CIK: **1257390**
Type: **4** | Act: **34** | File No.: **001-03834** | Film No.: **111185646**

GIDWITZ RALPH W

CIK: **1257393**
Type: **4** | Act: **34** | File No.: **001-03834** | Film No.: **111185645**

GIDWITZ JAMES G

CIK: **1027220**
Type: **4** | Act: **34** | File No.: **001-03834** | Film No.: **111185647**

Mailing Address
225 W WACKER DRIVE
SUITE 1800
CHICAGO IL 60606

ISSUER

CONTINENTAL MATERIALS CORP

CIK: **24104** | IRS No.: **362274391** | State of Incorporation: **DE** | Fiscal Year End: **1228**
SIC: **3270** Concrete, gypsum & plaster products

Mailing Address
225 WEST WACKER
SUITE 1800
CHICAGO IL 60606

Business Address
225 WEST WACKER
SUITE 1800
CHICAGO IL 60606
3126617200

GIDWITZ RONALD J

CIK: **1008574**
Type: **4** | Act: **34** | File No.: **001-03834** | Film No.: **111185644**

Mailing Address
325 NORTH WELLS ST
CHICAGO IL 60610

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/03/2011					
200 S. WACKER DRIVE, SUITE 4000			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) CHICAGO, IL 60606								
(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	11/03/2011		P		248	A	\$12.98	20,044	I	See footnote (1)
Common Stock								1,500	I	See footnote (2)
Common stock								37,781	I	See footnote (6)
Common stock								66,002	D (5)	
Common stock								9,002	D (3)	
Common stock								9,002	D (4)	
Common stock								9,002	D (2)	
Common Stock								727,126	I	See footnote (1)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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																						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		

Explanation of Responses:

- 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.
- Shares held of record by, and beneficially owned by, Reporting Person Betsy R. Gidwitz.
- Shares held of record by, and beneficially owned by, Reporting Person Ralph W. Gidwitz.
- Shares held of record by, and beneficially owned by, Reporting Person Ronald J. Gidwitz.
- Shares held of record by, and beneficially owned by, Reporting Person James G. Gidwitz.
- 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.
- 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.

Signatures

<u>James G. Gidwitz</u>	<u>11/07/2011</u>
<u>Betsy R. Gidwitz</u>	<u>11/07/2011</u>
<u>Ralph W. Gidwitz</u>	<u>11/07/2011</u>
<u>Ronald J. Gidwitz</u>	<u>11/07/2011</u>
** Signature of Reporting Person	Date

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

* 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).

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

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 Number.