

CONTINENTAL MATERIALS CORP  
 Form 4  
 May 20, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 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)  
 1555 N ASTOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/19/2011

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

CHICAGO, IL 60610  
 (City) (State) (Zip)

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

**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					1,300	I	In Trust, See Footnote (2)
Common Stock					500	I	Owned by Parents (1)
Common Stock					1,000	I	In Trust, See Footnote (3)
					2,600	I	

Common Stock									Owned by Spouse
Common Stock	05/19/2011		P	300	A	\$ 14	12,600	D	

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 Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREWS WILLIAM DOUGLAS 1555 N ASTOR CHICAGO, IL 60610			X	

## Signatures

William D. Andrews  
05/20/2011  
Date

\*\*Signature of 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) 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.

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- (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.

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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