

GIDWITZ BETSY R  
Form 4/A  
April 17, 2012

**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 \*  
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  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/02/2012

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

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)  
04/04/2012

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common stock	04/02/2012		J	A	\$ 0	36,450	I	See footnote <sup>(1)</sup>

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)**

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## 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 04/17/2012

\*\*Signature of Reporting Person Date

Betsy R.  
Gidwitz 04/17/2012

\*\*Signature of Reporting Person Date

Ralph W.  
Gidwitz 04/17/2012

Signature of  
Reporting Person

Date

Ronald J.  
Gidwitz

04/17/2012

  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).  
  
Shares have been restated in this filing due to a mathematical error in the report filed on 10/6/2012 which overstated both the shares acquired as well as the amount of securities held after the trasaction in the original filing. Shares owned by James G. Gidwitz through  
(1) 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.

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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