MATERIAL SCIENCES CORP

Form 4 March 04, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

MATERIAL SCIENCES CORP

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HOHMANN FRANK L III

(Middle)

(Last) (First)

C/O BARBARA NIMS.

ESQ., DAVIS POLK & WARDWELL

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

03/01/2008

Symbol

[MSC]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

X_ Director X 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10017

1.Title of 2. Transaction Date 2A. Deemed

(City)

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities

Code Disposed of (D) (Instr. 8)

TransactionAcquired (A) or (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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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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2.	3. Transaction Date	3A. Deemed	4.	5. Nun	nber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pric
Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Expiration Date		Underlying Securities		Deriva	
or Exercise		any	Code	de Securities		(Month/Day/Year)		(Instr. 3 and 4)		Securi
Price of		(Month/Day/Year)	(Instr. 8)) Acquii	red					(Instr.
Derivative				(A) or						
Security				Dispos	sed of					
				(D)						
				(Instr.	3, 4,					
				and 5)						
			Code V	J (A)	(D)	Date	Expiration	Title	Amount	
			Code	(11)	(D)		*	Title		
						Lacicisable	Date			
									Silares	
A O (1)	0010110000				_	(2)	(2)	Common		Φ.0
\$ 0 (1)	03/01/2008		A	1,152	2	(2)	(2)	Stock	1,152	\$ 0
	Conversion or Exercise Price of Derivative	Conversion or Exercise Price of Derivative Security (Month/Day/Year)	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) Execution Date, if any (Month/Day/Year)	Conversion (Month/Day/Year) Execution Date, if Code or Exercise any Code of Code (Month/Day/Year) Derivative Security Code V	Conversion or Exercise any Code Security Execution Date, if any Code Security (Month/Day/Year) (Instr. 8) Acquired (Instr. 8) Acquired (Instr. 8) Code V (A) or Code V (A)	Conversion or Exercise Price of Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D)	Conversion or Exercise Price of Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable	Conversion of Exercise any Code Securities (Month/Day/Year) Price of Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Exercisable Date	Conversion or Exercise Price of Derivative Security Conversion or Exercise Price of Derivative Security Expiration Date (Instr. 8) Execution Date (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date Source Odd V (A) (D) Date Odd Date Odd V (A) (D) Date Expiration or Number of Shares Source Odd V (A) (D) Date (Common Date) (Instr. 3 and 4) Code V (A) (D) Date (Common Date) (Instr. 3 and 4)

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
HOHMANN FRANK L III C/O BARBARA NIMS, ESQ. DAVIS POLK & WARDWELL NEW YORK, NY 10017	X	X					

Signatures

/s/ James M.
Froisland-CFO

**Signature of Reporting 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) Conversion price of phantom stock units is 1-for-1.
- (2) Units, issued under the Fiscal Year 2008 Non-Employee Director Plan, vest immediately, but are distributed five years from grant date unless earlier redeemed pursuant to terms of the plan.

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.

Reporting Owners 2