Edgar Filing: MATERIAL SCIENCES CORP - Form 4

MATERIAI Form 4 March 04, 2	L SCIENCES CO	RP	C							
FORM	ЛΔ								PPROVAL	
	UNITED	STATES		RITIES A			COMMISSION	N OMB Number:	3235-0287	
Check the check	aar									
subject t Section	to SIAIE N 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							2005 average urs per . 0.5	
Form 4 Form 5 obligatio may cor <i>See</i> Instr 1(b).	Filed pur ons stinue. Section 17(20(h) of the Investment Commonly A of 1040								
(Print or Type	Responses)									
1. Name and A MITSCH R	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol MATERIAL SCIENCES CORP				5. Relationship of Reporting Person(s) to Issuer				
			[MSC]				(Check all applicable)			
(Last) (First) (Middle) 4 CHARLEY LAKE CT.			3. Date of Earliest Transaction (Month/Day/Year) 03/01/2008			X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)	endment, D onth/Day/Yea	-	ıl	6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person					
NORTH O	AKS, MN 55127						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
D			2		Amount					
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	Perso inform requir	ons who res nation cont red to respo	or indirectly. spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

number.

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr.		
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 <u>(1)</u>	03/01/2008	А	1,152		(2)	(2)	Common Stock	1,152	\$ 0

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
MITSCH RONALD A 4 CHARLEY LAKE CT. NORTH OAKS, MN 55127	Х			
Signatures				
/s/ James M.	03/04/	2008		

Froisland-CFO 03/04/2008 <u>**Signature of Reporting Date</u>
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) 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.