## Edgar Filing: MATERIAL SCIENCES CORP - Form 4

MATERIA Form 4 June 02, 20	L SCIENCES CO 08	RP	Ū							
FORM	ЛД								PPROVAL	
	UNITED	STATES		RITIES A Ashington			COMMISSION	OMB Number:	3235-0287	
Check t if no lor	agar									
subject Section	to STATEN 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							2005 average urs per	
Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	Filed put ons ntinue. Section 17(	a) of the I	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Sectio 940	response	. 0.5	
(Print or Type	Responses)									
1. Name and MITSCH I	Person <u>*</u>	2. Issuer Name <b>and</b> 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.		Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2008			X_ Director 10% Owner Officer (give title Other (specify below) below)				
	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person						
NORTH O	AKS, MN 55127						Form filed by l Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed o	f, 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 Elementicially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Dominder D	nort on a concerte 1	for each 1	000 of		Amount		ar indirectly.			
Keminder: Ke	port on a separate line	tor each cl	ass of sec	unues bene	Perso inform requir	ns who res nation cont red to respo	prindirectly. spond to the collect ained in this form ond unless the for ntly valid OMB col	are not m	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)	(A) or Disposed (D)	Disposed of (D) (Instr. 3, 4,				(Instr.	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 <u>(1)</u>	06/01/2008	А	1,103		(2)	(2)	Common Stock	1,103	\$ 0

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
MITSCH RONALD A 4 CHARLEY LAKE CT. NORTH OAKS, MN 55127	Х			
Signatures				
/s/ James M.	061021	2000		

06/02/2008

Date

<u>\*\*</u>Signature of Reporting Person

Froisland-CFO

## **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.