#### MATERIAL SCIENCES CORP

Form 4 June 02, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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Expires:

January 31, 2005

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**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

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

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HOHMANN FRANK L III

MATERIAL SCIENCES CORP

(Check all applicable)

[MSC]

06/01/2008

(Last)

(Middle)

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

X\_ Director Officer (give title below)

X 10% Owner Other (specify

C/O BARBARA NIMS. ESQ., DAVIS POLK &

WARDWELL

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10017

(Zip)

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

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

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

(A)

Reported 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.

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)

#### Edgar Filing: MATERIAL SCIENCES CORP - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. N	ımber	6. Date Exer	rcisable and	7. Title and	Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		e Expiration I	Expiration Date		Underlying Securities		
Security	or Exercise		any	Code	Securities		(Month/Day	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Acq	iired					(Instr.
	Derivative				(A)	or					
	Security				Disp	osed of					
					(D)						
					(Inst	r. 3, 4,					
					and	5)					
				Code V	V (A	) (D	) Date	Expiration	Title	Amount	
				Code	, (2	, (2	Exercisable	*	Title	or	
							2.1010104010	24.0		Number	
										of	
										Shares	
										Situres	
Phantom	¢ o (1)	06/01/2000		٨	1.1	2	(2)	(2)	Common	1 102	Φ.Ω
Stock	\$ 0 (1)	06/01/2008		Α	1,1	J3	(2)	(2)	Stock	1,103	\$ 0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	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.

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