#### HOHMANN FRANK L III

Form 4

December 16, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HOHMANN FRANK L III

2. Issuer Name and Ticker or Trading

Symbol

MATERIAL SCIENCES CORP

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

[MASC]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 12/14/2011

X\_ Director Officer (give title below)

X 10% Owner Other (specify

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

(Street)

4. If Amendment, Date Original

Code V

S

S

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

D

D

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

NEW YORK, NY 10017

(City)

1.

S

(I

| 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) |
|---|
| (Wolldin Day Tear)  |
|   |

(Zip)

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

(A)

(D)

Price

Securities Beneficially Owned Following Reported

> Transaction(s) (Instr. 3 and 4)

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

Common 12/14/2011 Stock

(State)

\$ S 3,000 D

3,000

Amount

7.99 1,385,012 (1)

\$ 7.96 D 1,382,012 (2)

> \$ 7.87 1,380,212 (3)

D

Common

Stock

Stock

Common

12/16/2011

12/15/2011

1,800 D  $\begin{array}{c} \text{Common} \\ \text{Stock} \end{array} \hspace{3cm} 5{,}000 \hspace{3cm} \text{I} \hspace{3cm} \begin{array}{c} \text{Trust for} \\ \text{daughter} \\ \text{\tiny (4)} \end{array}$ 

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | 7. Titl<br>Amou<br>Under<br>Secur<br>(Instr. | int of<br>lying                        | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |  |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|--|--|---|--|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| Relationships |           |                    |                            |  |  |  |
|---------------|-----------|--------------------|----------------------------|--|--|--|
| Director      | 10% Owner | Officer            | Other                      |  |  |  |
| X             | X         |                    |                            |  |  |  |
|               |           | Director 10% Owner | Director 10% Owner Officer |  |  |  |

## **Signatures**

/s/ JAMES D. PAWLAK, CFO, attorney in fact

\*\*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).
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.95 to \$8.05, inclusive. The reporting person undertakes to provide to Material Sciences Corporation, any security holder of Material Sciences Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold

Reporting Owners 2

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at each separate price within the ranges set forth in footnotes (1), (2) and (3) to this Form 4.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.88 to \$8.08, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.85 to \$7.89, inclusive.
- (4) The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

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.