HOHMANN FRANK L III

Form 4

January 05, 2012

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

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

[MASC]

MATERIAL SCIENCES CORP

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Street)

(State)

(Middle)

(Zin)

3. Date of Earliest Transaction

(Month/Day/Year) 01/03/2012

_X__ Director Officer (give title

X__ 10% Owner _ Other (specify

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

(City)

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 Form filed by More than One Reporting

(3)

NEW YORK, NY 10017

(City)	(State) (A	Table Table	e I - Non-Do	erivative S	Securi	ities Acq	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/03/2012		Code V	Amount 3,000	(A) or (D)	Price \$ 8.07 (1)	Reported Transaction(s) (Instr. 3 and 4) 1,354,812	D	
Common Stock	01/04/2012		S	3,000	D	\$ 7.96 (2)	1,351,812	D	
Common Stock	01/05/2012		S	3,000	D	\$ 8.04	1,348,812	D	

Trust for Common 5,000 Ι daughter Stock

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

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(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	5. tiorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	
				Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher runne, runness	Director	10% Owner	Officer	Other			
HOHMANN FRANK L III							
C/O BARBARA NIMS, ESQ.	X	X					
DAVIS POLK & WARDWELL	Λ	Λ					
NEW YORK, NY 10017							

Signatures

/s/ JAMES D. PAWLAK, CFO, attorney 01/05/2012 in fact

Date

Explanation of Responses:

**Signature of Reporting Person

- 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 \$8.05 to \$8.15, 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 \$7.83 to \$8.02, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.00 to \$8.17, 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.