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HOHMANN Form 4	FRANK L III	-								
January 25, 2	2012									
FORM	$ 4 _{\text{UNITE}}$	р стал	FES SECUD	ITIES AT	ND FY(NCEO	COMMISSION		PPROVAL
		DSIAI		hington,			NGE (201011011351011	OMB Number:	3235-0287
Check thi if no long	or			~~~~		~~.			Expires:	January 31, 2005
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). STATEMENT OF CHANGES I SECU Filed pursuant to Section 16(a) of Section 17(a) of the Public Utility H 30(h) of the Investme					TIES Securiti	ies Ei ipany	Estimated average burden hours per response 0.5			
(Print or Type R	Responses)									
	ddress of Reporti I FRANK L II	-	Symbol	Name and SCII				5. Relationship of Issuer (Chec	Reporting Personal Reporting Personal Reporting Personal Report of the second s	
(Last) C/O BARBA ESQ., DAVI WARDWEI	IS POLK &	(Middle)	3. Date of (Month/D 01/23/20	-	insaction			X Director Officer (give below)	title Other below)	% Owner er (specify
	(Street)			ndment, Dat th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M	One Reporting Pe	erson
	K, NY 10017							Person		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Exec any		3. Transactio Code (Instr. 8) Code V	on(A) or Di (D) (Instr. 3,	spose	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	SecuritiesForm: DirectIndirBeneficially(D) orBeneDwnedIndirect (I)OwnFollowing(Instr. 4)(InstrReportedFransaction(s)Following	
Common Stock	01/23/2012			S	3,000	D	\$ 8.21 (1)	1,345,812	D	
Common Stock	01/24/2012			S	3,000	D	\$ 8.05 (2)	1,342,812	D	
Common Stock	01/25/2012			S	3,000	D	\$ 7.96 (3)	1,339,812	D	

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Common			Trust for
	5,000	Ι	daughter
Stock			(4)

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.

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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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	Х	Х					
Signatures							
/s/ JAMES D. PAWLAK, CFO, a in fact	attorney	01/25/2012					
**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 \$8.16 to \$8.26, 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

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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 \$7.98 to \$8.17, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.91 to \$7.98, 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.