HOHMANN FRANK L III

Form 4

February 07, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

1(b).

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(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 [MASC]

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(State)

(Middle)

(Zin)

3. Date of Earliest Transaction

(Month/Day/Year) 02/03/2012

_X__ Director Officer (give title

X__ 10% Owner _ Other (specify

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

WARDWELL

(City)

(Street) 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

Person

(3)

NEW YORK, NY 10017

| (City) | (State) (A | Table Table | e I - Non-Do | erivative S | Securi | ities Acc | quired, Disposed o | 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. Transaction 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 | 02/03/2012 | | Code V | Amount 3,000 | (A) or (D) | Price \$ 8.08 (1) | Reported Transaction(s) (Instr. 3 and 4) 1,318,812 | D | |
| Common Stock | 02/06/2012 | | S | 3,000 | D | \$ 8.09 (2) | 1,315,812 | D | |
| Common Stock | 02/07/2012 | | S | 3,000 | D | \$ 8.17 | 1,312,812 | D | |

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 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. Transac Code (Instr. 8 | 5. tiorNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 3 | ate | 7. Titi Amou Under Secur (Instr | int of lying | 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 | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | 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 in fact 02/07/2012

**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 \$8.00 to \$8.12, 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 \$8.05 to \$8.15, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.10 to \$8.28, 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.