Edgar Filing: MATERIAL SCIENCES CORP - Form 4

| MATERIAL Form 4 June 04, 2012 | SCIENCES COR 2 | P | | | | | | | | | |
|--|---|--------------|---------------|---|---|------------------|--------------|---|--|--------------|--|
| FORM | 1 | | | | | | | | - | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND Washington, D.0 | | | | | | | | | OMB Number: | 3235-0287 | |
| Check this box | | | | GES IN BENEFICIAL OWN SECURITIES | | | | NERSHIP OF | Expires: January 3 200 Estimated average burden hours per | | |
| Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b). | Filed purs s Section 17(a |) of the Pub | blic Uti | | ing Com | pany | Act of | ge Act of 1934, f 1935 or Section 40 | response | 0.5 | |
| (Print or Type R | esponses) | | | | | | | | | | |
| NASTAS CLIFFORD D Symbol MATE | | | ymbol | r Name and Ticker or Trading RIAL SCIENCES CORP | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) (First) (Middle) 3. Date of (Month/D 225 N. CLAY ST. 05/31/20 | | | /Ionth/Da | - | | | | _X_ Director10% Owner _X_ Officer (give titleOther (specify below) below) Chief Executive Officer | | | |
| | | | | Amendment, Date Original (Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| HINSDALE | , IL 60521 | | | | | | | Form filed by M Person | fore than One Re | eporting | |
| (City) | (State) (2 | Zip) | Table | I - Non-Do | erivative S | ecurit | ies Acc | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | d Date, if | 3. Transactio Code | 4. Securiti n(A) or Dis (D) (Instr. 3, 4 | ies Ac sposed | quired of | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of | |
| Common Stock | 06/04/2012 | | | А | 10,000 (1) | А | \$0 | 78,472 | 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.

 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. Transactio Code (Instr. 8) | 5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date | 7. Titl Amou Under Secur (Instr. | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|---|--|--|---------------------|--------------------|--|--|---|--|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| NASTAS CLIFFORD D 225 N. CLAY ST. HINSDALE, IL 60521 | Х | | Chief Executive Officer | | | | |
| Signatures | | | | | | | |
| /s/ JAMES D. PAWLAK, CFO, attorney in fact | | | 06/04/2012 | | | | |

**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) Represents the maximum number of shares of restricted stock that could become vested assuming full satisfaction of all vesting requirements.

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.