### Edgar Filing: HOHMANN FRANK L III - Form 4

HOHMANN Form 4 June 13, 2012	FRANK L III	[								
FORM									OMB A	PPROVAL
	• UNITE	D STATE					NGE (	COMMISSION	OMB Number:	3235-0287
Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESForm 4 or Form 5 obligations may continue. See InstructionFiled 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 							Expires: January 31, 2005 Estimated average burden hours per response 0.5			
1(b). (Print or Type R	esponses)									
	ddress of Reporti		Symbol	Name and ' RIAL SCII			-	5. Relationship of Issuer (Chec	Reporting Pers	
(Last) C/O BARBA ESQ., DAVI WARDWEL	S POLK &	(Middle)	3. Date of (Month/D 06/11/20	-	ansaction			X Director Officer (give below)	title Oth below)	% Owner er (specify
NEW YORK	(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
(City)	(State)	(Zip)	Tabl	I - Non-De	orivotivo	Socuri	ities Acc	Person juired, Disposed of	° or Bonoficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi any	emed	3. Transactio Code (Instr. 8) Code V	4. Securi on(A) or Di (D) (Instr. 3,	ties A spose	cquired d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of
Common Stock	06/11/2012			S	100	D	\$ 8.01 (1)	1,168,890	D	
Common Stock	06/12/2012			S	1,800	D	\$ 8.09 (2)	1,167,090	D	
Common Stock	06/13/2012			S	1,400	D	\$ 8.01 (3)	1,165,690	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.

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# 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. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Unde Secur (Instr	int 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**

<b>Reporting Owner Name / Address</b>	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	06/13/2012					
**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 \$8.01 to \$8.01, 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 \$8.02 to \$8.16, 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 \$8.09, 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.