Licavoli Sam Form 4 March 04, 2013

FORM 4

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

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

Filed 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Licavoli Sam			2. Issuer Name and Ticker or Trading Symbol MATERIAL SCIENCES CORP [MASC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 10232 ORCHI	(First) D RIDGE L	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2013	_X Director 10% Owner Officer (give title below) Other (specify below)		
	(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		
BONITA SPRINGS, FL 34135				Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Acq	uired, Disposed o	f, 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. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			d of	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)
Commen			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock							5,000	Ι	By trust (1)
Common Stock	03/01/2013		M	1,152	A	<u>(2)</u>	3,057	D	
Common Stock	03/01/2013		D	1,152	D	\$ 9.95 (2)	1,905	D	
Common Stock	03/01/2013		A	838 (3)	A	\$ 0	2,743	D	

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

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6. Date Exercisable and

5. Number

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

Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date	te	Underlying Sec	urities
Security	or Exercise		any	Code	Securities	(Month/Day/Y	ear)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
					(Instr. 3, 4,				
					and 5)				
									Amo
									or
						Date	Expiration	Title	Num
						Exercisable	Date	11110	of
				Code V	(A) (D)				Shar
PHANTOM		00/04/00/0				00/01/00/0	00/04/00/0	COMMON	
STOCK	<u>(2)</u>	03/01/2013		M	1,152	03/01/2013	03/01/2013	CTOCK	1,1

Reporting Owners

2.

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Licavoli Sam	v						
10232 ORCHID RIDGE LANE BONITA SPRINGS, FL 34135	X						

3. Transaction Date 3A. Deemed

Signatures

1. Title of

STOCK

/s/ JAMES D. PAWLAK, CFO, attorney 03/04/2013

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) BY REVOCABLE TRUST FOR BENEFIT OF SAM LICAVOLI, SAM LICAVOLI TRUSTEE.
- EACH SHARE OF PHANTOM STOCK WAS THE ECONOMIC EQUIVALENT OF ONE SHARE OF MASC COMMON STOCK. THE REPORTING PERSON SETTLED HIS SHARES OF COMMON STOCK FOR CASH.
- 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.

Reporting Owners 2

7. Title and Amount of

STOCK

SEC 1474

(9-02)

in fact

**Signature of Reporting Person

Date