REILLY JOHN PAUL

Form 4/A

September 09, 2010

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

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0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

Estimated average burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add REILLY JOH	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			MATERIAL SCIENCES CORP [MASC]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner Officer (give title below) Other (specify below)			
644 SPRUCE			09/01/2010				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
LAKE FOREST, IL 60045			09/02/2010	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(7in)					

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Dispo	sed of, or Beneficially Owned
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2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect		
	any	Code	(D)	(D)		Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)	(Instr. 3,			Owned Indirect (I)		Ownership	
						Following	(Instr. 4)	(Instr. 4)	
				(4)		Reported			
						Transaction(s)			
		Code V	Amount	(D)	Price	(Instr. 3 and 4)			
					\$				
09/02/2010		D	559	D	4.18 (1)	3,000	D		
	(Month/Day/Year)	any (Month/Day/Year)	(Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	(Month/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3,	(Month/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and or Code V Amount (D)	(Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Code V Amount (D) Price \$ 09/02/2010 D 559 D 4.18	(Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) O9/02/2010 D 559 D 4.18 3,000	(Month/Day/Year) Execution Date, if any (Code (D) Securities Beneficially (D) or Indirect (I) (D) or Indirect (I) (Instr. 4) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) (0) Price (1) (D) or Indirect (I) (Instr. 4) (A) Or Owned (Instr. 4) (A) Price (Instr. 3 and 4) (Instr. 3 and 4)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own 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			
REILLY JOHN PAUL 644 SPRUCE LAKE FOREST, IL 60045	X						

Signatures

/s/ JAMES D. PAWLAK, CFO, attorney in fact 09/08/2010

**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).

EACH SHARE OF PHANTOM STOCK WAS THE ECONOMIC EQUIVALENT OF ONE SHARE OF MASC COMMON STOCK.

(1) THE REPORTING PERSON SETTLED HIS SHARES OF COMMON STOCK FOR CASH. THIS AMENDMENT IS BEING FILED TO CORRECT THE PRICE AT WHICH SUCH SHARES WERE SETTLED.

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