Edgar Filing: MATERIAL SCIENCES CORP - Form 4

MATERIAL S Form 4 March 21, 201	CIENCES COR 1	Р									
FORM	Л									PPROVAL	
-	TATES S	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287			
Check this b if no longer subject to Section 16.		TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 31 200 Estimated average burden hours per		
-	Form 4 or Form 5 obligations may continue.response0.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 30(h) of the Investment Company Act of 19400.								0.5		
(Print or Type Res	sponses)										
1. Name and Address of Reporting Person <u>*</u> NASTAS CLIFFORD D			2. Issuer Name and Ticker or Trading Symbol MATERIAL SCIENCES CORP [MASC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 225 N. CLAY	(Month/Da			-				_X_ Director10% Owner _X_ Officer (give titleOther (specify below) below) Chief Executive Officer			
			. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
HINSDALE, I	IL 60521							Form filed by N Person	Iore than One Re	eporting	
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative S	ecuriti	es Aco	quired, Disposed of	f, or Beneficial	lly Owned	
	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D))	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				Code V	Amount		Price	(Instr. 3 and 4) 58,473	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.5	03/01/2011		A	60,000	03/01/2014	03/01/2018	Common Stock	60,000

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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, CFC in fact	03/20/2011							
**Signature of Reporting Perso	on		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).

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.