MATERIAL SCIENCES CORP

Form 4 March 09, 2012

FORM 4

OMB APPROVAL

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: 3235-0287 Expires: January 31, 2005

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response...

Form 4 or Form 5 obligations may continue.

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 1940

See Instruction 30(h) of the Investment Company Act of

1(b).

(Print or Type Responses)

1. Name and Ad NASTAS CI	Person *	Symbol	d Ticker or Trading	5. Relation	5. Relationship of Reporting Person(s) to Issuer						
			MATERIAL SCIENCES CORP [MASC]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of (Month/D		ransaction			title Oth			
225 N. CLAY ST.			03/09/20		below) below) Chief Executive Officer						
(Street)			4. If Amendment, Date Original			6. Individ	6. Individual or Joint/Group Filing(Check				
		Filed(Mon	ar)		Applicable Line) _X_ Form filed by One Reporting Person						
HINSDALE	, IL 60521						•	One Reporting Place I ore than One R			
(City)	(State)	(Zip)	Table	I - Non-	Derivative Securities A	cquired, Dis	sposed of	, or Beneficia	lly Owned		
1.Title of Security	2. Transaction Da (Month/Day/Year				4. Securities tionAcquired (A) or	5. Amoun Securities	. 1	6. Ownership Form: Direct			

e of Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3) anv (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Following (Instr. 4) (Instr. 4)

(A) Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price (Instr. 3 and 4)

Common Stock 03/09/2012 A(1) 2,900 D \$ 0 68,472 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.

SEC 1474

(9-02)

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title at Amount of		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(monda, Day, Teal)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underlyin Securities (Instr. 3 a	ng s	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	nount umber uares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
NASTAS CLIFFORD D 225 N. CLAY ST. HINSDALE, IL 60521	X		Chief Executive Officer					

Signatures

/s/ JAMES D. PAWLAK, CFO, attorney in fact 03/09/2012

**Signature of Reporting Person

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) Award pursuant to the MSC Merit/Stock Exchange Plan under the 1992 Omnibus Plan which allows an officer to forego a merit salary increase in exchange for restricted stock.

Date

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