Fullerton Richard B. Form 4 October 28, 2010

FORM 4

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

Check this box if no longer subject to

Section 16.

Form 4 or Form 5 obligations may continue. See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person *

RBF Capital, LLC

(First) (Middle)

100 DRAKES LANDING ROAD, SUITE 300

(Street)

2. Issuer Name and Ticker or Trading

Symbol

MATERIAL SCIENCES CORP [MASC]

3. Date of Earliest Transaction

(Month/Day/Year) 10/26/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner Officer (give title __X__ Other (specify below) below)

See footnotes

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person

GREENBRAE, CA 94904

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	ed 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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	10/26/2010		S	3,855	D	\$ 5.3703	2,088,706	I	See footnotes (1) (2) (3)	
Common Stock	10/26/2010		S	1,950	D	\$ 5.3321	2,086,756	I	See footnotes (1) (2) (3)	
Common Stock	10/26/2010		S	7,087	D	\$ 5.33	2,079,669	I	See footnotes (1) (2) (3)	
Common	10/26/2010		S	17,878	D	\$ 5.35	2,061,791	I	See	

Stock								footnotes (1) (2) (3)
Common Stock	10/26/2010	S	2,221	D	\$ 5.3	2,059,570	I	See footnotes (1) (2) (3)
Common Stock	10/27/2010	S	2,600	D	\$ 5.35	2,056,970	I	See footnotes (1) (2) (3)
Common Stock	10/27/2010	S	12,200	D	\$ 5.3045	2,044,770	I	See footnotes (1) (2) (3)
Common Stock	10/27/2010	S	6,724	D	\$ 5.32	2,038,046	I	See footnotes (1) (2) (3)
Common Stock	10/27/2010	S	1,489	D	\$ 5.3	2,036,557	I	See footnotes (1) (2) (3)

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	te	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	. 3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration	m: .1	or	
						Exercisable	Date		Number	
									of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

RBF Capital, LLC

100 DRAKES LANDING ROAD See

SUITE 300 footnotes

GREENBRAE, CA 94904

Fullerton Richard B.

100 DRAKES LANDING ROAD See SUITE 300 foototes

GREENBRAE, CA 94904

Signatures

RBF Capital, LLC; By: Richard B. Fullerton, its Managing Member; /s/ Richard B. Fullerton

**Signature of Reporting Person Date

Richard B. Fullerton; /s/ Richard B. Fullerton 10/28/2010

**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).
- (1) The reporting persons are: (i) RBF Capital, LLC ("RBF"); and (ii) Richard B. Fullerton, RBF's managing member.
- The securities reported on this Form 4 are beneficially held by Fullerton Capital Partners, L.P. ("FCP") and other investment limited partnerships for which RBF serves as the general partner and/or investment manager (the "Funds"). Other than FCP, none of the Funds is itself the beneficial owner of more than 10% of the issuer's common stock. As a greater than 10% beneficial owner, FCP is separately reporting its holdings on a Form 4.
- RBF and Mr. Fullerton may be deemed to beneficially own the securities owned by FCP and the Funds insofar as they may be deemed to (3) have the power to direct the voting or disposition of such securities. Each of RBF, Mr. Fullerton, FCP and the Funds disclaims beneficial ownership in these securities, however, except to the extent of their respective pecuniary interests 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.

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