

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-03-01**
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REPORTING OWNER

HOHMANN FRANK L III

CIK: **1080887**

Type: **4** | Act: **34** | File No.: **001-08803** | Film No.: **13661833**

Mailing Address
277 PARK AVENUE
NEW YORK NY 10017

ISSUER

MATERIAL SCIENCES CORP

CIK: **755003** | IRS No.: **952673173** | State of Incorporation: **DE** | Fiscal Year End: **0228**
SIC: **3470** Coating, engraving & allied services

Mailing Address
2200 E. PRATT BLVD.
ELK GROVE VILLAGE IL
60007

Business Address
2200 E. PRATT BLVD.
ELK GROVE VILLAGE IL
60007
8474399800

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person HOHMANN FRANK L III			2. Issuer Name and Ticker or Trading Symbol MATERIAL SCIENCES CORP [MASC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2013					
C/O BARBARA NIMS, ESQ., DAVIS POLK & WARDWELL			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) NEW YORK, NY 10017								
(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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2013		M		1,152	A	(2)	1,003,057	D	
Common Stock	03/01/2013		D		1,152	D	\$9.95 (2)	1,001,905	D	
Common Stock	03/01/2013		A		838 (3)	A	\$ 0	1,002,743	D	
Common Stock								5,000	I	Trust for daughter (1)

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. Transaction Code (Instr. 8)		5. Number of Derivative 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock	(2)	03/01/2013		M		1,152		03/01/2013	03/01/2013	Common Stock	1,152	(2)	51,443	D	

Explanation of Responses:

1. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
2. 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.
3. Represents the maximum number of shares of restricted stock that could become vested assuming full satisfaction of all vesting requirements.

Signatures

/s/ JAMES D. PAWLAK, CFO, attorney in fact

** Signature of Reporting Person

03/04/2013

Date

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

* 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.

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 Number.