

MATERIAL SCIENCES CORP

Form 4

May 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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. Name and Address of Reporting Person *
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) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2013

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

2200 E. PRATT BLVD.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Chief Executive Officer

ELK GROVE VILLAGE, IL 60007

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 or Price | | |
| Common Stock | 05/10/2013 | | M | | 13,540 A \$ 8 | 92,012 | D |
| Common Stock | 05/10/2013 | | S | | 13,540 D \$ 9.945 | 78,472 | D |
| Common Stock | 05/13/2013 | | M | | 7,398 A \$ 8 | 85,870 | D |
| Common Stock | 05/13/2013 | | S | | 7,398 D \$ 9.9 | 78,472 | D |
| Common Stock | 05/14/2013 | | M | | 11,742 A \$ 8 | 90,214 | D |

Edgar Filing: MATERIAL SCIENCES CORP - Form 4

Common Stock 05/14/2013 S 11,742 D \$ 9.9 78,472 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)

| 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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 8 | 05/10/2013 | | M | 13,540 | 04/11/2011 04/10/2018 | Common Stock | 13,540 |
| Stock Option | \$ 8 | 05/13/2013 | | M | 7,398 | 04/11/2011 04/10/2018 | Common Stock | 7,398 |
| Stock Option | \$ 8 | 05/14/2013 | | M | 11,742 | 04/11/2011 04/10/2018 | Common Stock | 11,742 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NASTAS CLIFFORD D 2200 E. PRATT BLVD. ELK GROVE VILLAGE, IL 60007 | X | | Chief Executive Officer | |

Signatures

/s/ JAMES D. PAWLAK, CFO, attorney in fact 05/14/2013

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: MATERIAL SCIENCES CORP - Form 4

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.