

MATERIAL SCIENCES CORP  
Form 8-K  
December 04, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT**

**TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 4, 2008**

**MATERIAL SCIENCES CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-8803**  
(Commission File Number)

**95-2673173**  
(I.R.S. Employer  
Identification No.)

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**2200 East Pratt Boulevard**

**Elk Grove Village, Illinois**  
(Address of Principal Executive Offices)

**60007**  
(Zip Code)

**(847) 439-2210**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( *see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12(b))
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2)
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On December 4, 2008, Material Sciences Corporation (the Company) entered into a written trading plan with First Analysis Corporation (First Analysis) under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, as part of the Company's existing share repurchase program. The Rule 10b5-1 share purchases by First Analysis are expected to commence on December 5, 2008.

The Company has previously repurchased approximately 131,000 shares of the one million shares authorized for repurchase on January 7, 2008.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MATERIAL SCIENCES CORPORATION

(Registrant)

Date: December 4, 2008

By: /s/ James M. Froisland

Name: James M. Froisland

Title: Senior Vice President, Chief Financial Officer, Chief Information Officer and Corporate Secretary.