Edgar Filing: MATERIAL SCIENCES CORP - Form 4

MATERIAI Form 4 June 01, 200	L SCIENCES CC	ORP	5							
								OMB A	PPROVAL	
FORM	/1 4 UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287	
Check tl if no lon subject t Section Form 4 Form 5 obligatio may cor <i>See</i> Inst	nger 16. 16. or Filed pu Dns tinue.	rsuant to S (a) of the I	CHAN Section	NGES IN SECUI 16(a) of th Itility Hol	BENEF RITIES he Securi lding Cor	TCIAL OV	WNERSHIP OF nge Act of 1934, of 1935 or Secti 940	Estimated burden hou response	urs per	
1(b).					-					
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> MCDONNELL PATRICK J			2. Issuer Name and Ticker or Trading Symbol MATERIAL SCIENCES CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			[MSC]				(Ch	con un applicaci	•)	
(Last)	(First) (TH SHERIDAN	(Middle) RD.		of Earliest T Day/Year) 2007	ransaction		X_ Director Officer (giv below)		% Owner ner (specify	
LAKE FOR	(Street) REST, IL 60045			endment, D onth/Day/Yea	-	al	•		erson	
		(Zip)					Person			
(City) 1.Title of Security (Instr. 3)	(State) 2. Transaction Date (Month/Day/Year)	(Zip) 2A. Deeme Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed	ties (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	of, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Re	port on a separate lin	e for each cla	ass of sec	urities bene	Perso inforr requi	ons who res nation cont red to respo	or indirectly. Spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pi
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of Derivative Security	(Month/	/Day/Year)	ar) (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(In		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 <u>(1)</u>	06/01/2007		А		801		06/01/2007(2)	(3)	Common Stock	801	9

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
MCDONNELL PATRICK J 1110 NORTH SHERIDAN RD. LAKE FOREST, IL 60045	Х			
Signatures				
James M.				
Froisland 06/01	/2007			

<u>**</u>Signature of Date 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).
- (2) Units, issued under the 2007 Non-Employee Director Plan, vest immediately, but are distributed five years from grant date.
- (3) Unless earlier redeemed pursuant to terms of the plan, the grant will automatically be redeemed on the fifth anniversary of the grant date.
- (1) Conversion price of phantom stock units is 1-for-1.

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.