HOHMANN FRANK L III

Form 4

January 30, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

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)

(Last)

(First)

(Street)

01/27/2012

01/28/2012

(Middle)

3. Date of Earliest Transaction

_X__ Director Officer (give title X__ 10% Owner _ Other (specify

C/O BARBARA NIMS. ESQ., DAVIS POLK &

WARDWELL

Common

Common

Stock

Stock

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

01/26/2012

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

D

D

Person

NEW YORK, NY 10017

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of 2. Transaction Date Security (Month/Day/Year) (Instr. 3)		2A. Deemed Execution Date, if any	3. Transactio Code	4. Securities Acquired on(A) or Disposed of (D)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(A) (Instr. 3, 4 and 5)		Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code V	Amount	(D)	Price \$	(msu. 3 and 1)		
Common Stock	01/26/2012		S	3,000	D	7.96 (1)	1,336,812	D	

3,000

3,000

D

D

7.98

(2)

\$

7.97

(3)

1,333,812

1,330,812

S

S

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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher runne, runness	Director	10% Owner	Officer	Other			
HOHMANN FRANK L III							
C/O BARBARA NIMS, ESQ.	X	X					
DAVIS POLK & WARDWELL	Λ	Λ					
NEW YORK, NY 10017							

Signatures

/s/ JAMES D. PAWLAK, CFO, attorney in fact 01/30/2012

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.91 to \$8.00, inclusive. The reporting person undertakes to provide to Material Sciences Corporation, any security holder of Material Sciences Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold

Reporting Owners 2

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at each separate price within the ranges set forth in footnotes (1), (2) and (3) to this Form 4.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.97 to \$7.99, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.85 to \$7.98, inclusive.
- (4) The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest 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.