#### HOHMANN FRANK L III

Form 4

August 11, 2010

## FORM 4

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

**OMB** 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Number: January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Middle)

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* HOHMANN FRANK L III

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MATERIAL SCIENCES CORP

(Check all applicable)

[MASC]

(Last) (First) 3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner

(Month/Day/Year)

08/11/2010

Other (specify Officer (give title

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

WARDWELL

Common

Stock

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10017

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4 Securities Acquired 5 Amount of 1 Title of 2 Transaction Date 2A Deemed

1.111116 01	2. Transaction Date	ZA. Deemed	Э.	4. Securi	ues A	cquirea	3. Amount of	0.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Ownership	Indirect	
(Instr. 3)	•	any	Code	(D)	D)		Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	nstr. 3, 4 and 5)		Owned	(D) or	Ownership
						Following	Indirect (I)	(Instr. 4)	
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
			Code v	Amount	(D)	Price			
Common	08/11/2010		S	1,000	D	\$	1,025,620	D	
Stock				-,		4.15	-,,		
Common						<b>¢</b>			
	08/11/2010		S	2,000	D	φ 4.02	1,023,620	D	
Stock						4.02			
Common									
Stock							367,000	Ι	By GRATs
Stock									

Trust for Ι 5,000 daughter (1)

10,700 I

### Edgar Filing: HOHMANN FRANK L III - Form 4

Common Stock			Trust for son $\underline{(1)}$
Common Stock	40,000	I	By charitable Foundation

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)	4. Transaction Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	Amount Underly Securiti	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title N	Number		

# **Reporting Owners**

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

# **Signatures**

/s/ JAMES D. PAWLAK, VP, CFO, attorney in fact 08/11/2010

\*\*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).

Reporting Owners 2

## Edgar Filing: HOHMANN FRANK L III - Form 4

(1) 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.