

MATERIAL SCIENCES CORP

Form 4

December 04, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Licavoli Sam

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)

2200 E. PRATT BLVD.

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2013

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

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

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

ELK GROVE VILLAGE, IL 60007

(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 | (A) or (D)   | Price                     |                                                                                               |                                                          |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |              |                           | 5,000                                                                                         | I                                                        | By trust <u>(1)</u>                                   |
| Common Stock                    | 12/01/2013                           |                                                    | M                              |                                                                   | 5,667  | A            | <u>(2)</u>                | 10,140                                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/01/2013                           |                                                    | D                              |                                                                   | 5,667  | D            | \$ <u>9.49</u> <u>(2)</u> | 4,473                                                                                         | D                                                        |                                                       |
| Common Stock                    | 12/01/2013                           |                                                    | A                              |                                                                   | 851    | <u>(3)</u> A | \$ 0                      | 5,324                                                                                         | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| PHANTOM<br>STOCK                                    | (2)                                                                | 12/01/2013                              |                                                             | M                                    | 5,667                                                                                                           | 12/01/2013 12/01/2013                                          | COMMON<br>STOCK                                                     | 5,6                                 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                    | Director      | 10% Owner | Officer | Other |
| Licavoli Sam<br>2200 E. PRATT BLVD.<br>ELK GROVE VILLAGE, IL 60007 |               |           | X       |       |

## Signatures

/s/ JAMES D. PAWLAK, CFO, attorney  
in fact 12/04/2013

\_\_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).

- (1) BY REVOCABLE TRUST FOR BENEFIT OF SAM LICAVOLI, SAM LICAVOLI TRUSTEE.
- (2) EACH SHARE OF PHANTOM STOCK WAS THE ECONOMIC EQUIVALENT OF ONE SHARE OF MASC COMMON STOCK. THE REPORTING PERSON SETTLED HIS SHARES OF COMMON STOCK FOR CASH.
- (3) REPRESENTS THE MAXIMUM NUMBER OF SHARES OF RESTRICTED STOCK THAT COULD BECOME VESTED ASSUMING FULL SATISFACTION OF ALL VESTING REQUIREMENTS.

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.