#### MATERIAL SCIENCES CORP

Form 4 June 01, 2005

### 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 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MITSCH RONALD A

(Last) (First) (Middle)

(City)

1.Title of

Security

(Instr. 3)

4 CHARLEY LAKE CT.

(Street)

NORTH OAKS, MN 55127

(State)

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading

Symbol

MATERIAL SCIENCES CORP [MSC]

3. Date of Earliest Transaction

(Month/Day/Year) 06/01/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Execution Date, if TransactionAcquired (A) or

(Month/Day/Year) (Instr. 8)

Code Disposed of (D)

(Instr. 3, 4 and 5)

(A) or

Code V Amount (D) Price

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number 6. Date Exercisable and **Expiration Date** Transactionof Derivative (Month/Day/Year) Code

7. Title and Amount of 8. P. **Underlying Securities** (Instr. 3 and 4)

1

Der

Seci

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

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

(I)

(Instr. 4)

(Check all applicable)

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Following

Reported

Transaction(s)

(Instr. 3 and 4)

X\_ Director

Applicable Line)

Officer (give title

response... 0.5

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

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(Instr. 3)	Price of Derivative Security	(Month/Day/Yea	er) (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Inst
			Code V	(A) (	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 (1)	06/01/2005	A	714	06/01/2005(2)	(3)	Common Stock	714	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Transfer de la companya de la compan	Director	10% Owner	Officer	Other			
MITSCH RONALD A							
4 CHARLEY LAKE CT.	X						
NORTH OAKS, MN 55127							

# **Signatures**

Jeffrey

Siemers-Secy. 06/01/2005

\*\*Signature of Person 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).
- (3) Unless earlier redeemed pursuant to terms of the plan, the grant will automatically be redeemed on the fifth anniversary of the grant date.
- (2) The units (issued out of the 2005 Long Term Incentive Plan for Non-Employee Directors), vest immediately, but are distributed five years from 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.

Reporting Owners 2