MATERIAL SCIENCES CORP

Form 4

September 01, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

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)

(Last)

(Instr. 3)

1. Name and Address of Reporting Person *

MITSCH RONALD A

(First) (Middle)

4 CHARLEY LAKE CT.

(Street)

2. Issuer Name and Ticker or Trading

Symbol

MATERIAL SCIENCES CORP [MSC]

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

09/01/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

Number:

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

5. Amount of

Securities

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NORTH OAKS, MN 55127 (City)

2. Transaction Date 2A. Deemed 1.Title of Security

(Month/Day/Year)

(State)

Execution Date, if (Month/Day/Year)

(Zip)

3.

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

4. Securities

Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership

(Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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** Der (Instr. 3 and 4) Seci

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(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	8)	Securities						
	Derivative					Acquired						
	Security					(A) or Disposed of (D)						
						(Instr.						
						and 5))					
				Code	V	(A)	(D)	Date Exercisable	Expiration	Title	Amount	
									Date		or	
											Number	
											of	
											Shares	
Phantom	\$ 0 (1)	09/01/2005		A		559		09/01/2005(2)	(3)	Common	559	\$
Stock	- · · -								_	Stock		Ψ

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MITSCH RONALD A
4 CHARLEY LAKE CT. X

NORTH OAKS, MN 55127

Signatures

Jeffrey

Siemers-Secy. 08/31/2005

**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.
- (1) Conversion price of phantom stock units is 1-for-1.
- (2) The units (issued out of the 2005 Long Term Incentive Plan for Non-Employee Directors), vest immediately, but are distributed five years from grant date.

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.

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