

Fullerton Richard B.
Form 4
November 01, 2010

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 *
RBF Capital, LLC

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)
100 DRAKES LANDING
ROAD, SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2010

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
See footnotes

(Street)

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

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

GREENBRAE, CA 94904

(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	10/28/2010		S		2,106	D	\$ 5.3734	2,034,451	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	10/28/2010		S		1,619	D	\$ 5.29	2,032,832	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	10/28/2010		S		800	D	\$ 5.26	2,032,032	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common	10/28/2010		S		2,600	D	\$ 5.4	2,029,432	I	See

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Stock								footnotes (1) (2) (3)
Common Stock	10/28/2010	S	487	D	\$ 5.36	2,028,945	I	See footnotes (1) (2) (3)
Common Stock	10/28/2010	S	1,900	D	\$ 5.3126	2,027,045	I	See footnotes (1) (2) (3)
Common Stock	10/28/2010	S	400	D	\$ 5.3025	2,026,645	I	See footnotes (1) (2) (3)
Common Stock	10/28/2010	S	9,613	D	\$ 5.2605	2,017,032	I	See footnotes (1) (2) (3)
Common Stock	10/28/2010	S	1,174	D	\$ 5.2632	2,015,858	I	See footnotes (1) (2) (3)
Common Stock	10/29/2010	S	4,900	D	\$ 5.11	2,010,958	I	See footnotes (1) (2) (3)
Common Stock	10/29/2010	S	1,100	D	\$ 5.12	2,009,858	I	See footnotes (1) (2) (3)
Common Stock	10/29/2010	S	3,100	D	\$ 5.1042	2,006,758	I	See footnotes (1) (2) (3)

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

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(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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)		Title		

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

See
footnotes

See
footnotes

RBF Capital, LLC; By: Richard B. Fullerton, its Managing Member; /s/ Richard B. Fullerton

11/01/2010

****Signature of Reporting Person**

Date _____

Richard B. Fullerton: /s/ Richard B. Fullerton

11/01/2010

**Signature of Reporting Person

Date _____

* 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 reporting persons are: (i) RBF Capital, LLC ("RBF"); and (ii) Richard B. Fullerton, RBF's managing member.

(2) The securities reported on this Form 4 are beneficially held by investment limited partnerships for which RBF serves as the general partner and/or investment manager (the "Funds"). None of the Funds is itself the beneficial owner of more than 10% of the issuer's common stock.

- (3) RBF and Mr. Fullerton may be deemed to beneficially own the securities owned by the Funds insofar as they may be deemed to have the power to direct the voting or disposition of such securities. Each of RBF, Mr. Fullerton and the Funds disclaims beneficial ownership in these securities, however, except to the extent of their respective pecuniary interests therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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