### Edgar Filing: MATERIAL TECHNOLOGIES INC /CA/ - Form 4

MATERIAL 7 Form 4 May 29, 2008	FECHNOLOGI	ES INC /	CA/						
FORM		OMB APPROVAL							
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549									3235-0287
Check this if no longe subject to Section 16 Form 4 or Form 5	r STATEN		SECU	Estimated burden ho	Expires:January 31 2005Estimated average burden hours per response0.5				
obligations may contin <i>See</i> Instruc 1(b).	Section 17(	a) of the	Public U	Jtility Ho	olding Co		ange Act of 1934, t of 1935 or Sectio 1940	on	
(Print or Type Re	esponses)								
1. Name and Ad BERNSTEIN	2. Issuer Name <b>and</b> Ticker or Trading Symbol MATERIAL TECHNOLOGIES IN			5. Relationship of Reporting Person(s) to Issuer NC (Check all applicable)					
			/CA/ []	MTTG]			(Che	ek an appnead	
(Last) 11661 SAN V 707	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2008			_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) President, CEO, CFO					
	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
LOS ANGEL	LES, CA 90049						Person		oporting
(City)	(State)	(Zip)	Tał	ole I - Non	-Derivative	e Securities	Acquired, Disposed o	of, or Beneficia	ally Owned
	. Transaction Date Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	l (A) or l of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(D) Price			
Reminder: Report	rt on a separate line	for each cl	lass of sec	urities ben	-	-	or indirectly.	ction of	SEC 1474
					infor requi	mation con red to resp ays a curre	ntained in this form bond unless the for ently valid OMB co	are not rm	(9-02)
	Tab					sposed of, or convertible	r Beneficially Owned securities)	I	

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative Securities	Expiration Date	Underlying Secur

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)		Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Stock Option	\$ 0.0046 (1)	05/23/2008		А	300,000,000		05/23/2008	05/23/2018	Class A Common Stock	30

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BERNSTEIN ROBERT M 11661 SAN VICENTE BLVD STE 707 LOS ANGELES, CA 90049	Х	Х	President, CEO, CFO			

# Signatures

/s/ Robert M. Bernstein 05/28/2008 \*\*Signature of Reporting Date

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).
- (1) Options exercisable at 110% of fair market value.

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.