## Edgar Filing: MITSCH RONALD A - Form 4

MITSCH R Form 4 June 03, 20											
FORM	ЛЛ							-	PPROVAL		
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Section 16. Form 5 Section 17(a) of the Public Utility Holding Company Act of 1935 or 3 30(h) of the Investment Company Act of 1940								Estimated burden hou response	Estimated average burden hours per response 0.5		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> MITSCH RONALD A			2. Issuer Name <b>and</b> Ticker or Trading Symbol MATERIAL SCIENCES CORP [MASC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 4 CHARLEY LAKE CT.			3. Date of Earliest Transaction (Month/Day/Year) 06/01/2009				Officer (give title Other (specify below) below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NORTH O	AKS, MN 55127							More than One R			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3. 4. Securities		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			
		C 1 1	6								
Reminder: Re	port on a separate line	e tor each cla	ass of sec	urities bene	Pers info requ	ons who re mation con ired to resp	or indirectly. spond to the colle tained in this form ond unless the fo ently valid OMB co	n are not orm	SEC 1474 (9-02)		

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

number.

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

## Edgar Filing: MITSCH RONALD A - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 3	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PHANTOM STOCK	\$ 0 <u>(1)</u>	06/01/2009		А		8,173		(2)	(2)	COMMON STOCK	8,173

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships								
I B	Director	10% Owner	Officer	Other					
MITSCH RONALD A 4 CHARLEY LAKE CT. NORTH OAKS, MN 55127	Х								
Signatures									
/s/ JAMES M. FROISLAND, C in fact	CFO, atto	rney	06/0	03/2009					

\*\*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) CONVERSION PRICE OF PHANTOM STOCK UNITS 1-FOR-1.
- (2) UNITS, ISSUED UNDER THE 2006 NON-EMPLOYEE DIRECTOR PLAN, VEST IMMEDIATELY, BUT ARE DISTRIBUTED FIVE YEARS FROM GRANT DATE UNLESS EARLIER REDEEMED PURSUANT TO TERMS OF THE PLAN.

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.