

MATERIAL SCIENCES CORP
 Form 4
 May 14, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NASTAS CLIFFORD D

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)
 2200 E. PRATT BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2013

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

ELK GROVE VILLAGE, IL 60007
 (City) (State) (Zip)

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

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

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	05/10/2013		M		13,540	A	\$ 8 92,012
Common Stock	05/10/2013		S		13,540	D	\$ 9.945 78,472
Common Stock	05/13/2013		M		7,398	A	\$ 8 85,870
Common Stock	05/13/2013		S		7,398	D	\$ 9.9 78,472
Common Stock	05/14/2013		M		11,742	A	\$ 8 90,214

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Common Stock 05/14/2013 S 11,742 D \$ 9.9 78,472 D

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

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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)	Amount or Number of Shares
Stock Option	\$ 8	05/10/2013		M	13,540	04/11/2011 04/10/2018	Common Stock	13,540
Stock Option	\$ 8	05/13/2013		M	7,398	04/11/2011 04/10/2018	Common Stock	7,398
Stock Option	\$ 8	05/14/2013		M	11,742	04/11/2011 04/10/2018	Common Stock	11,742

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NASTAS CLIFFORD D 2200 E. PRATT BLVD. ELK GROVE VILLAGE, IL 60007	X		Chief Executive Officer	

Signatures

/s/ JAMES D. PAWLAK, CFO, attorney in fact 05/14/2013

**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).

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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