

MATERIAL SCIENCES CORP  
Form 8-K  
February 20, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): February 20, 2004**

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**MATERIAL SCIENCES CORPORATION**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-8803**  
(Commission File Number)

**95-2673173**  
(IRS Employer

Identification No.)

**2200 East Pratt Boulevard**  
**Elk Grove Village, Illinois 60007**

(Address of Principal Executive Offices, including Zip Code)

**(847) 439-8270**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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**Item 5. Other Events and Required FD Disclosure.**

On February 20, 2004, Material Sciences Corporation issued a press release reporting that it has named Ronald L. Stewart as President and Chief Executive Officer, effective March 1, 2004. Mr. Stewart succeeds Michael J. Callahan who will be retiring as President, Chief Executive Officer and a member of the board of directors effective February 29, 2004. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits

99.1 Press Release dated February 20, 2004.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MATERIAL SCIENCES CORPORATION**

/s/ James J. Waclawik, Sr.

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By: James J. Waclawik, Sr.

Its: Vice President and Chief Financial Officer

Date: February 20, 2004