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MATERIAL TECHNOLOGIES INC /CA/

Form 8-K

October 21, 2004

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

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) October 15, 2004

Material Technologies, Inc.

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Exact Name of Registrant as specified in its charter

Delaware 33-23617 95-4622822

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State or other jurisdiction Commission IRS Employer  
of incorporation File Number Identification No.

11661 San Vicente Blvd., Suite 707, Los Angeles, California 90049

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Address of principal executive offices Zip Code

Registrant's telephone number, including area code: (310) 208-5589

Section 2. - Financial Information

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Item 2.01 Completion of Acquisition or Disposition of Assets

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- (a) On October 15, 2004, the registrant sold certain shares in Langley Park Investments PLC, a corporation organized under the laws of England and Wales ("Langley").
- (b) The number of Langley shares sold was one million (1,000,000).
- (c) The Langley shares were sold in a broker transaction on the London Stock Exchange through a registered broker dealer licensed in the United Kingdom to third parties.
- (d) The total consideration received by the registrant for the Langley shares was four hundred sixty-six thousand and 00/100 dollars (\$466,000.00)

SIGNATURES

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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 Technologies, Inc.

October 20, 2004

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By: /s/ Robert M. Bernstein

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Robert M. Bernstein, CEO