

MATERIAL SCIENCES CORP  
Form 4  
January 05, 2005

**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 \*  
Siemers Jeffrey J

2. Issuer Name and Ticker or Trading Symbol  
MATERIAL SCIENCES CORP  
[MSC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
4022 W. MARSEILLES DR.  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/05/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP-CHIEF FINANCIAL OFFICER

MEQUON, WI 53092

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------------------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code  | V Amount (A) or (D) Price |   |  |                                   |
| Common Stock                    | 01/05/2005                           |  | M                              |   | 3,103 A \$ 0              | 3,103   | D  |                                   |
| Common Stock                    | 01/05/2005                           |  | M                              |   | 3,104 A \$ 0              | 6,207   | D  |                                   |
| Common Stock                    | 01/05/2005                           |  | D                              |   | 3,104 D \$ 0 (1)          | 3,103   | D  |                                   |
| Common Stock                    | 01/05/2005                           |  | D                              |   | 3,103 D \$ 0 (2)          | 0   | D  |                                   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock                              | \$ 0   | 01/05/2005                           |  | M                              | 3,103   | 01/05/2005 03/08/2007                                    | Common Stock  | 3,103                         |
| Phantom Stock                              | \$ 0   | 01/05/2005                           |  | M                              | 3,104   | 01/05/2005 03/08/2007                                    | Common Stock  | 3,104                         |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships  |
|---|--|
| Siemers Jeffrey J<br>4022 W. MARSEILLES DR.<br>MEQUON, WI 53092 | Director 10% Owner Officer Other<br>VP-CHIEF FINANCIAL OFFICER |

## Signatures

JEFFREY J  
SIEMERS  
01/04/2005

\*\*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) Average of the fair market value of one share of common stock for the 30 consecutive trading days ending on the vesting date of 12/16/2004.
- (2) Average of the fair market value of one share of common stock for the 30 consecutive trading days ending of the vesting date of 12/17/2004.
- (3) Conversion price of phantom stock units is 1-for-1.

## Edgar Filing: MATERIAL SCIENCES CORP - Form 4

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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