Pawlak James D Form 3 February 19, 2010

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

OMB Number:

response...

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

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

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

Pawlak James D

(Last)

Statement

(Month/Day/Year)

02/10/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

MATERIAL SCIENCES CORP [MASC]

(First) (Middle)

1571 CREEKS CROSSING

4. Relationship of Reporting

Person(s) to Issuer

Director _X__ Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

DRIVE

(Street)

(Check all applicable)

VP, CFO, CC & CS

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line)

(give title below) (specify below) _X_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

ALGONQUIN, ILÂ 60102

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Expiration Exercisable Date

Title

Amount or Number of

Shares

Derivative Security

Security: Direct (D) or Indirect

(I)

(Instr. 5)

Stock Option $\hat{A} = \frac{(1)}{1} = 04/11/2018 + \frac{Common}{Stock} = 13,072 + 8 = 0.00$ D $\hat{A} = 0.00$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pawlak James D

1571 CREEKS CROSSING DRIVE VP, CFO, CC & CS ALGONQUIN, ILÂ 60102

Signatures

/s/ James D. 02/19/2010 Pawlak

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The option was granted April 11, 2008 and will become vested 50% on the third anniversary of the grant date and 50% on the third anniversary of the grant date provided certain performance measures are met.

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Remarks:

Exhibit List:

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.

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