

MATERIAL SCIENCES CORP  
 Form 3/A  
 May 27, 2008

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |                      | 2. Date of Event Requiring Statement                  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |   |
| Â murphy matthew m                        |                      | (Month/Day/Year)                                      | MATERIAL SCIENCES CORP [MSC]   |   |
| (Last)                                    | (First)              | (Middle)  | 04/24/2008   |   |
| 865 MOHEGAN                               |                      |   | 4. Relationship of Reporting Person(s) to Issuer   |   |
| (Street)                                  |                      |   | (Check all applicable)   |   |
| BIRMINGHAM,Â MIAÂ 48009                   |                      |   | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>VP, Global Transportation |   |
| (City)                                    | (State)              | (Zip)   | 5. If Amendment, Date Original Filed(Month/Day/Year)   |   |
|   |                      |   | 05/05/2008   |   |
| 1. Title of Security (Instr. 4)           |                      | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)   | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Common Stock                              | 4,000 <sup>(1)</sup> | D   | Â  |   |
| Common Stock                              | 300                  | I   | Owned by Spouse  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Common Stock                    | 4,000 <sup>(1)</sup>                                  | D  | Â   |
| Common Stock                    | 300   | I  | Owned by Spouse                                       |

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 Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|

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|              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|--------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|
| Stock Option | Â (2)            | 04/11/2018      | Common Stock | 35,948                     | \$ 8     | D Â                                   |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| murphy matthew m<br>865 MOHEGAN<br>BIRMINGHAM, MI 48009 | Â             | Â         | Â VP, Global Transportation | Â     |

## Signatures

/s/ Matthew M. Murphy  
Date: 05/05/2008

\*\*Signature of Reporting Person      Date

## 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) Consists of Restricted stock.
- (2) 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:

This amended Form 3A is being filed to report securities owned by the reporting person's spouse

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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