

MATERIAL SCIENCES CORP
Form 4
October 22, 2010

FORM 4

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

OMB APPROVAL

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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 *
FULLERTON CAPITAL PARTNERS L P

(Last) (First) (Middle)

100 DRAKES LANDING ROAD, SUITE 300

(Street)

GREENBRAE, CA 94904

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/20/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 10/20/2010 | | S | 700 | D | \$ 5.44 | 1,449,300 D |
| Common Stock | 10/20/2010 | | S | 7,920 | D | \$ 5.43 | 1,441,380 D |
| Common Stock | 10/20/2010 | | S | 800 | D | \$ 5.37 | 1,440,580 D |
| Common Stock | 10/20/2010 | | S | 2,000 | D | \$ 5.3515 | 1,438,580 D |
| Common Stock | 10/20/2010 | | S | 6,000 | D | \$ 5.34 | 1,432,580 D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-----------|---|
| Common Stock | 10/21/2010 | S | 100 | D | \$ 5.23 | 1,432,480 | D |
| Common Stock | 10/21/2010 | S | 8,203 | D | \$ 5.2093 | 1,424,277 | D |
| Common Stock | 10/21/2010 | S | 7,285 | D | \$ 5.2 | 1,416,992 | D |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FULLERTON CAPITAL PARTNERS L P 100 DRAKES LANDING ROAD SUITE 300 GREENBRAE, CA 94904 | | X | | |

Signatures

Fullerton Capital Partners, L.P.; By: RBF Capital, LLC, its General Partner; By: Richard B. Fullerton, its Managing Member; /s/ Richard B. Fullerton

10/22/2010

__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).

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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