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MATERIAL SCIENCES CORP

Form 4

April 15, 2003

- 1. Name and Address of Reporting Person HOHMANN, L., FRANK L. c/o Barbara Nims, esq.
 - Davis Polk & Wardwell 450 Lexington Avenue
 - New York, NY 10017
- 2. Issuer Name and Ticker or Trading Symbol MATERIAL SCIENCES CORPORATION (MSC)
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Day/Year 02/01/2003 R1
- 5. If Amendment, Date of Original (Month/Day/Year) 02/04/2003
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - (X) Director (X) 10% Owner
 - () Officer (give title below) () Other (specify below)
- 7. 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

4				+		+		- +					+
 	1. Title of Security	2. Tranacti			.Execu- action				Securitie or Dispos		-	(A)	5. Amo
		Date	€		Date		Code						Benefi
-													Owned
		(Mont	:h/		(Month/								Follow
		Day/	/		Day/	+	+	-+	+		+		+Report
-		Year	<u> </u>		Year)	Co	de V	Am	ount	A/D	Price		Transa
+				+		+	+	-+	+		+		+

Common Stock	176165
Common Stock	40000
Common Stock	10700
Common Stock	5000

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

+	+	+	+	L	L	+	+
11.	12.	13.	3A.	4.	5.	6.	17.
							l .
							L
							I
							Title and Amount
							of Underlying
	Conver-	Trans-	Execu-		Number of		Securities
	sion or	action	ltion		Derivative	Date Exercisable	+
	Exercise	Date	Date		Securities	and Expiration Date	Amount
	Price of			Transac-	Acquired(A)	(Month/Day/Year)	or
Title of	Deriv-	(Month/	(Month/	tion Code	Disposed(D)-	+	+ Number
Derivative	ative	Day/	Day/	·	·	+Date Exer- Expira-	of
Security	Security	Year)	Year)	Code V	(A) (D)	cisable tion Date	Title Shares

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Stock \$12.34 02/01/2 A 3242 02/01/2004 02/01/2013 Common 3242 Option 003

Explanation of Responses:

SIGNATURE OF REPORTING PERSON /s/ FRANK L. HOHMANN, L.

DATE 04/15/2003