

WACLAWIK JAMES J SR
 Form 4
 February 05, 2003

1. Name and Address of Reporting Person
 WACLAWIK, SR., JAMES J.
 2153 SPAULDING AVE.
 WEST DUNDEE, IL 60118
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
 02/05/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 VICE PRESIDENT-CHIEF FINANCIAL
7. Individual or Joint/Group Filing (Check Applicable Line)
 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	2. Trans- action Date (Month/ Day/ Year)	2A.Execu- action Date (Month/ Day/ Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount A/D Price	5. Amo Securi Benefi Owned Follow Report Transa
Common Stock	02/05/2003		S	-500 D \$12.4800	
Common Stock	02/05/2003		S	-500 D \$12.5000	
Common Stock	02/05/2003		S	-100 D \$12.5600	57033

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

1.	2.	3.	3A.	4.	5.	6.	7.
Title of Derivative Security	Deriv- ative Security	(Month/ Day/ Year)	(Month/ Day/ Year)	Transac- tion Code	Number of Derivative Securities Acquired(A) Disposed(D)	Date Exercis- able (Month/Day/Year)	Title and Amount of Underlying Securities Amount or Number of Shares
Stock	\$0						Common
Option							Stock
Stock	\$10					03/01/2007	Common

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Option
Stock \$10
Option

03/01/2012 Stock
Common
Stock

Explanation of Responses:

SIGNATURE OF REPORTING PERSON

/s/ JAMES J. WACLAWIK, SR.

DATE

02/05/2003