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MATERIAL TECHNOLOGIES INC /CA/
Form SB-2
November 30, 2001

U. S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM SB-2

Registration Statement Under the Securities Act of 1933

MATERIAL TECHNOLOGIES, INC.
(Name of Small Business Issuer)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-4622822
(I.R.S. Employer Identification No.)

1057
(Primary Standard Industrial
Classification Code)

11661 SAN VICENTE BOULEVARD
SUITE 707
LOS ANGELES, CALIFORNIA 90049
(310) 208-5589
(Address and telephone number of
principal executive offices)

GARY C. WYKIDAL
245 FISCHER AVENUE
SUITE A-1
COSTA MESA, CALIFORNIA 92626
(714) 751-8505
(Name, address, and telephone number of
agent for service)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this form are to be offered on the delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), please check the following box. /x/
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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /_/
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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /_/
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1

If delivery of the Prospectus is expected to be made pursuant to Rule 434 check the following box. /_/
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TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT BEING REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common Stock offered by selling shareholders	7,947,385 (1)	\$ 0.20 (1)	\$ 1,589,477
Total Registration Fee			