

MATERIAL SCIENCES CORP  
Form SC 13G/A  
July 29, 2010

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

**SCHEDULE 13G**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES  
13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2**

**(Amendment No. 2)\***

**Material Sciences Corporation**

(Name of Issuer)

Common Stock, par value \$.02 per share

(Title of Class of Securities)

576674105

(CUSIP Number)

July 26, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 576674105

NAMES OF REPORTING PERSONS

**1** I.R.S. Identification Nos. of above persons (entities only)

Henry Partners, L.P. 23-2888396

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**5** SOLE VOTING POWER  
NUMBER OF \*  
SHARES

**6** SHARED VOTING POWER  
BENEFICIALLY OWNED BY \*

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON \*

**8** SHARED DISPOSITIVE POWER  
WITH \*

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

\*

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)\*

\*

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

\* NOTE: Reporting Persons own less than 5% of the Issuer's outstanding common stock.

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CUSIP NO. 576674105

NAMES OF REPORTING PERSONS

**1** I.R.S. Identification Nos. of above persons (entities only)

Matthew Partners, L.P. 23-3063303

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

	<b>5</b>	SOLE VOTING POWER
NUMBER OF	*	
SHARES		SHARED VOTING POWER
BENEFICIALLY	<b>6</b>	
OWNED BY	*	
EACH		SOLE DISPOSITIVE POWER
REPORTING	<b>7</b>	
PERSON	*	
WITH		SHARED DISPOSITIVE POWER
	<b>8</b>	
	*	

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

\*

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)\*

\*

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

\* NOTE: Reporting Persons own less than 5% of the Issuer's outstanding common stock.

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CUSIP NO. 576674105

NAMES OF REPORTING PERSONS

**1** I.R.S. Identification Nos. of above persons (entities only)

Henry Investment Trust, L.P. 23-2887157

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Pennsylvania

	<b>5</b>	SOLE VOTING POWER
NUMBER OF	*	
SHARES		SHARED VOTING POWER
BENEFICIALLY	<b>6</b>	
OWNED BY	*	
EACH		SOLE DISPOSITIVE POWER
REPORTING	<b>7</b>	
PERSON	*	

WITH	<b>8</b>	SHARED DISPOSITIVE POWER
	*	

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*

\*

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

\*

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

\* NOTE: Reporting Persons own less than 5% of the Issuer's outstanding common stock.

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CUSIP NO. 576674105

Item 1.(a) Name of Issuer:

Material Sciences Corporation

Item 1.(b) Address of Issuer s Principal Executive Offices:

2200 East Pratt Boulevard  
Elk Grove Village, Illinois 60007

Item 2. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

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CUSIP NO. 576674105

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HENRY PARTNERS, L.P. by its General  
Partner,  
HENRY INVESTMENT TRUST, L.P., by its  
General Partner, CANINE PARTNERS, LLC

Date: July 29, 2010

By: /s/ David W. Wright  
David W. Wright,  
President

MATTHEW PARTNERS, L.P. by its General  
Partner,  
HENRY INVESTMENT TRUST, L.P., by its  
General Partner, CANINE PARTNERS, LLC

Date: July 29, 2010

By: /s/ David W. Wright  
David W. Wright,  
President

HENRY INVESTMENT TRUST, L.P., by its  
General Partner, CANINE PARTNERS, LLC

Date: July 29, 2010

By: /s/ David W. Wright  
David W. Wright,  
President