UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 14, 2004

MATERIAL SCIENCES CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware (State or other jurisdiction of incorporation)

1-8803 (Commission File Number) 95-2673173 (IRS Employer Identification No.)

2200 East Pratt Boulevard

Elk Grove Village, Illinois 60007

(Address of Principal Executive Offices, including Zip Code)

(847) 439-8270

(Registrant s Telephone Number, Including Area Code)

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Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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Item 5. Other Events and Required FD Disclosure.

On May 14, 2004, Material Sciences Corporation issued a press release reporting that it will create a technical center in the Detroit, Michigan area to support the sales and marketing of its noise and vibration and thermal management products. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

- (c) Exhibits
- 99.1 Press Release dated May 14, 2004.

2

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MATERIAL SCIENCES CORPORATION

/s/ James J. Waclawik, Sr.

By: James J. Waclawik, Sr.

Its: Vice President and Chief Financial Officer

Date: May 14, 2004