

MATERIAL SCIENCES CORP  
Form NT 10-K  
May 16, 2006  
(CHECK ONE):

- Form 10-K
- Form 20-F
- Form 11-K
- Form 10-Q
- Form 10-D
- Form N-SAR
- Form N-CSR

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

**OMB APPROVAL**  
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001-08803  
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**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

**For Period Ended:** February 28, 2006

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

**For the Transition Period Ended:** \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: \_\_\_\_\_

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**PART I REGISTRANT INFORMATION**

MATERIAL SCIENCES CORPORATION

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Full Name of Registrant

Not Applicable

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Former Name if Applicable

2200 East Pratt Boulevard

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Address of Principal Executive Office (*Street and Number*)

Elk Grove Village, Illinois 60007

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City, State and Zip Code

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**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**PART III NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The registrant has substantially completed the review of its fourth quarter and fiscal 2006 financial statements and internal control over financial reporting as required under Section 404 of the Sarbanes-Oxley Act. The registrant is not able, without unreasonable effort or expense, to file its Annual Report on Form 10-K for the fiscal year ended February 28, 2006. The registrant expects to file its Annual Report Form 10-K within the 15-day extension period afforded by Rule 12b-25 after obtaining and compiling additional information relevant to completing the filing.

On May 8, 2006, the registrant received notice from the Commission requesting the registrant to voluntarily produce information regarding the material weaknesses in the registrant's internal control over financial reporting that were disclosed, or as described in its Annual Report on Form 10-K/A for the year ended February 28, 2005. The registrant is fully cooperating with the Commission's request.

**(Attach Extra Sheets if Needed)**

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**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

**Jeffrey J. Siemers**

**(847)**

**439-8270**

**(Name)**

**(Area Code)**

**(Telephone Number)**

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).  Yes  No

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(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No  
If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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**Material Sciences Corporation**

**(Name of Registrant as Specified in Charter)**

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has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 15, 2006

By: /s/ Jeffrey J. Siemers  
Jeffrey J. Siemers, Executive Vice President, Chief

Administrative and Financial Officer and Secretary  
**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**