

LEVIN MICHAEL WILLIAM
Form 4
May 23, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVIN MICHAEL WILLIAM

2. Issuer Name and Ticker or Trading Symbol
MEDIA SCIENCES
INTERNATIONAL INC [MSII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8 ALLERMAN ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

OAKLAND, NJ 07436
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/22/2007		M	2,500 (1) A \$ 1	1,150,950	D	
Common Stock	05/22/2007		S	145 (1) D \$ 6.25	1,150,805	D	
Common Stock	05/22/2007		S	900 (1) D \$ 6.2	1,149,905	D	
Common Stock	05/22/2007		S	655 (1) D \$ 6.15	1,149,250	D	
Common Stock	05/22/2007		S	400 (1) D \$ 6.1	1,148,850	D	

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Common Stock	05/22/2007	S	100 <u>(1)</u>	D	\$ 6.08	1,148,750	D	
Common Stock	05/22/2007	S	300 <u>(1)</u>	D	\$ 6.07	1,148,450	D	
Common Stock	05/23/2007	M	<u>2,500</u> <u>(1)</u>	A	\$ 1	1,150,950	D	
Common Stock	05/23/2007	S	600 <u>(1)</u>	D	\$ 6.15	1,150,350	D	
Common Stock	05/23/2007	S	800 <u>(1)</u>	D	\$ 6.1	1,149,550	D	
Common Stock	05/23/2007	S	<u>1,100</u> <u>(1)</u>	D	\$ 6.09	1,148,450	D	
Common Stock						120,000	I	By children

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Options - Right to Buy	\$ 1	05/22/2007		M	<u>2,500</u> <u>(1)</u>	07/01/2003 06/29/2008	Common Stock	2,500	
Employee Options - Right to Buy	\$ 1	05/23/2007		M	<u>2,500</u> <u>(1)</u>	07/01/2003 06/29/2008	Common Stock	2,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVIN MICHAEL WILLIAM 8 ALLERMAN ROAD OAKLAND, NJ 07436	X	X	President and CEO	

Signatures

Michael W.
Levin

05/23/2007

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Transaction pursuant to Rule 10b5-1 plan effective December 5, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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