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MEDIA SCIENCES INTERNATIONAL INC
 Form S-8
 March 22, 2006

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 22, 2006
 REGISTRATION NO. 333-_____

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MEDIA SCIENCES INTERNATIONAL, INC.
 (Exact name of registrant as specified in its charter)

DELAWARE 87-0475073
 (State or other jurisdiction of incorporation) (IRS Employer Identification No.)

8 Allerman Road, Oakland, New Jersey 07436
 (Address of Principal Executive Offices) (Zip Code)

1998 Incentive Plan, as Amended and Restated
 (Full Title of Plan)

Michael W. Levin
 Chairman, President and Chief Executive Officer
 8 Allerman Road
 Oakland, New Jersey 07436
 (Name and address of agent for service)

(201) 677-9311
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered -----	Amount to be Registered (1) -----	Proposed maximum offering price per share (2) -----	Proposed maximum aggregate offering price (2) -----	Amount of registration fee -----
Common stock, \$0.001 par value	500,000	\$4.04	\$2,020,000	\$216.14

- (1) Pursuant to Rule 416(a), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.
- (2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act. The proposed maximum offering price per share is based upon the average of the high and low prices for a share of common stock of the registrant, as reported on the American Stock Exchange on March 20, 2006.