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MATERIAL TECHNOLOGIES INC /CA/ Form 4 March 19, 2007 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GOODMAN JOHN W Issuer Symbol MATERIAL TECHNOLOGIES INC (Check all applicable) /CA/ [mttg] (Last) (First) (Middle) 3. Date of Earliest Transaction X Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 624 N PAULINA AVE 02/20/2007 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **REDONDO BEACH, CA 90277** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of 1.Title of 3. 6. Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial any (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) (Instr. 4) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A Common $02/20/2007^{(1)}$ Α 1,100,000 Α <u>(2)</u> 1,108,682 D Stock

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

Persons who 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.

 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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Add	lress	Relationships						
Treporting of the real of the	Director	10% Owner	Officer	Other				
GOODMAN JOHN W								
624 N PAULINA AVE	Х							
REDONDO BEACH, CA 9	0277							
Signatures								
/s/ John W.								
Goodman	03/05/2007							
**Signature of	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) The Board of Directors of the Issuer approved the issuance of the shares on 12/28/2006, but the shares were not issued to the Reporting Person until such time as a Lock-Up Agreement was entered into by the Reporting Person on 02/20/2007.

Stock issued in consideration of past services and to retain the Reporting Person to perform future services for the Issuer. The stock is (2) subject to the terms of the Lock-Up Agreement under which the stock is subject to forfeiture for 36 months, and restrictions are placed on

the Reporting Person's ability to sell the stock.

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

Reporting Person