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MATERIAL TECHNOLOGIES INC /CA/

Form 5

February 12, 2008

FORM	15								OMB AI	PPROVAL		
. •	_	STATES					GE CO	OMMISSION	OMB Number:	3235-036	32	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction			Washington, D.C. 20549							January 3 200		
			ATEMENT OF CHANGES IN BENI OWNERSHIP OF SECURITIES					CFICIAL	Estimated a burden hou response	average		
1(b).	Filed pure oldings Section 17(a	a) of the	Public Ut		g Compa	ny A	ct of		n			
NEWTON MARYBETH MICELI			2. Issuer Name and Ticker or Trading Symbol MATERIAL TECHNOLOGIES INC /CA/ [MTTG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) C/O 11661	(Month/D	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2007				Director 10% Owner Officer (give title Other (specify below) Chief Operating Officer						
				Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)				
LOS ANGE	ELES, CA 900	49						_X_ Form Filed by Form Filed by I Person				
(City)	(State)	(Zip)	Table	e I - Non-Deri	vative Sec	uritie	s Acqu	ired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execut any (Month			3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
					Amount	(D)	Price	(Instr. 3 and 4)				
Class A Common Stock	Â	Â		Â	Â	Â	Â	2,037,501	D	Â		
	oort on a separate line ficially owned directl			contained in	n this for	n are	not re	llection of infor equired to resp lid OMB contro	ond unless	SEC 22' (9-0		

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Da	ate	Amou	nt of	Derivative	
Security	or Exercise	•	any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable I	Date		of		
					(A) (D)				Shares		
					(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
topoloning of the control of the con	Director	10% Owner	Officer	Other				
NEWTON MARYBETH MICELI C/O 11661 SAN VICENTE BOULEVARD, SUITE 7 LOS ANGELES. CA 90049	Â	Â	Chief Operating Officer	Â				

Signatures

Marybeth Miceli Newton 02/12/2008

**Signature of Reporting Date Person

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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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