

MATERIAL TECHNOLOGIES INC /CA/  
Form 10-K  
March 31, 2003

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2002**

Commission file number - **33-23617**

**MATERIAL TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>95-4622822</b>
State or other jurisdiction of incorporation or organization	(I.R.S. Employer Identification No.)

<b>Suite 707, 11661 San Vicente Boulevard, Los Angeles, California</b>	<b>90049</b>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code **(310) 208-5589**

Securities Registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
None	

Securities Registered pursuant to section 12(g) of the Act:

Common Stock  
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Sec.229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

State the aggregate market value of the voting stock and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity as of a specified date within the past 60 days. (See definition of affiliate in Rule 12b-2 of the Exchange Act.)

The aggregate market value of the common stock held by non-affiliates of the registrant as of March 20, 2003, was \$1,301,361 based on the average of the bid and asked prices of \$.015 as reported by the Over The Counter Electronic Bulletin Board on such date.

