

SULLIVAN WILLIAM R
 Form 4
 October 05, 2010

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 *
 SULLIVAN WILLIAM R

2. Issuer Name and Ticker or Trading Symbol
 MATRIX SERVICE CO [MTRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5100 EAST SKELLY DRIVE,
 SUITE 700

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Western Business Unit MSI

(Street)
 TULSA, OK 74135

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
COMMON STOCK ⁽¹⁾	10/01/2010		M		5,000	A	\$ 2.125
COMMON STOCK ⁽¹⁾	10/01/2010		M		5,000	A	\$ 3.025

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

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SEC 1474 (9-02)

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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	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)
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	\$ 2.125	10/01/2010		M	5,000	⁽³⁾	10/18/2010	COMMON STOCK ⁽¹⁾	5,000
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	\$ 3.025	10/01/2010		M	5,000	⁽³⁾	10/23/2011	COMMON STOCK ⁽¹⁾	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN WILLIAM R 5100 EAST SKELLY DRIVE, SUITE 700 TULSA, OK 74135			VP Western Business Unit MSI	

Signatures

William R. Sullivan
Date: 10/05/2010

**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) MATRIX SERVICE COMPANY COMMON STOCK.
- (2) INCLUDES 32,425 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- (3) THE STOCK OPTION BECOMES EXERCISABLE IN FIVE EQUAL ANNUAL INSTALLMENTS, COMMENCING ONE YEAR AFTER THE DATE OF THE GRANT.

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(4) NOT APPLICABLE.

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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