

MATRIX SERVICE CO  
Form 4  
October 24, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**RYAN JAMES P**

(Last) (First) (Middle)

5100 EAST SKELLY DRIVE,  
SUITE 700

(Street)

TULSA, OK 74135

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/23/2012**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President Matrix Service**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
COMMON STOCK <sup>(1)</sup>	10/23/2012		A		2,496 <sup>(2)</sup>	\$ 0 <sup>(3)</sup>	72,064 D
COMMON STOCK <sup>(1)</sup>	10/23/2012		F		423 <sup>(4)</sup>	\$ 10.3	71,641 D
COMMON STOCK <sup>(1)</sup>	10/23/2012		F		660 <sup>(5)</sup>	\$ 10.3	70,981 <sup>(6)</sup> D

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**

SEC 1474 (9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
--------------------------------------------	--------------------------------------------------------	--------------------------------------	----------------------------------------------------	--------------------------------	-----------------------------------------------------------------------------------------	----------------------------------------------------------	---------------------------------------------------------------	--------------------------------------------	-------------------------------------------------------------------------------------

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

RYAN JAMES P  
5100 EAST SKELLY DRIVE, SUITE 700  
TULSA, OK 74135

President Matrix Service

## Signatures

James P. Ryan                      10/24/2012

\_\_Signature of                      Date  
Reporting 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).
- (1) MATRIX SERVICE COMPANY COMMON STOCK.
- (2) RELEASE OF RESTRICTED STOCK UNIT AWARD AS PREDETERMINED MARKET-BASED CRITERIA WAS MET.
- (3) NOT APPLICABLE.
- (4) RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR TIME-BASED GRANT.
- (5) RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR MARKET-BASED GRANT.
- (6) INCLUDES 33,231 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.

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.