#### MATRIX SERVICE CO

Form 4 March 21, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and AcMAXWELL	2. Issuer Name and Ticker or Trading     Symbol     MATRIX SERVICE CO [MTRX]      3. Date of Earliest Transaction					Is	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 5100 EAST SKELLY DRIVE, SUITE 700			(Month/Day/Year) 03/19/2014					_	X Director 10% Owner Officer (give title Other (specify below)		
				Filed(Month/Day/Year)				A 	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	Tabla I Non Darivativa Saguritias Aca					Person puired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execut		3.	actio	4. Securi on(A) or Di (Instr. 3,	ties A ispose	cquired d of (D)	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)
COMMON STOCK (1)	03/19/2014			M		5,000	A	\$ 8.93	43,329	D	
COMMON STOCK (1)	03/19/2014			S		5,000	D	\$ 34.152 (2)	38,329 (3)	D	

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)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$ 8.93	03/19/2014	M	5,000	<u>(4)</u>	10/21/2015	COMMON STOCK (1)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MAXWELL TOM E 5100 EAST SKELLY DRIVE SUITE 700 TULSA, OK 74135	X						

# **Signatures**

Tom E.

Maxwell

\*\*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.
  - THE PRICE REPORTED IS A WEIGHTED AVERAGE PRICE. THESE SHARES WERE SOLD IN MULTIPLE TRANSACTIONS AT PRICES RANGING FROM \$34.10 TO \$34.20, INCLUSIVE. THE REPORTING PERSON UNDERTAKES TO PROVIDE TO
- (2) MATRIX SERVICE COMPANY, ANY SECURITY HOLDER OF MATRIX SERVICE COMPANY, OR THE STAFF OF THE SECURITIES AND EXCHANGE COMMISSION, UPON REQUEST, FULL INFORMATION REGARDING THE NUMBER OF SHARES SOLD AT EACH SEPARATE PRICE WITHIN THE RANGE SET FORTH.
- (3) INCLUDES 21,029 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- (4) THE STOCK OPTION BECOMES EXERCISABLE IN TWO EQUAL ANNUAL INSTALLMENTS, COMMENCING ONE YEAR AFTER THE DATE OF THE GRANT.
- (5) NOT APPLICABLE.

Reporting Owners 2

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