### MATRIX SERVICE CO

Form 4

November 18, 2015

# FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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 See Instruction

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Ad TURNER JA	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol MATRIX SERVICE CO [MTRX]				5. Relationship of Reporting Person(s) to Issuer						
(Last) 5100 EAST S DRIVE, SUI	SKELLY	(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2015				(Check all applicable)  Director 10% Owner _X Officer (give title Other (specify below) President, MNAC					
TULSA, OK	(Street) 74135		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) (Z	Cip) Table	Table I - Non-Derivative Securities Acq					ired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			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)	11/16/2015		A	9,838 (2)	(D)	\$ 0 (3)	37,469	D				
COMMON STOCK (1)	11/16/2015		F	435 (4)	D	\$ 23.21	37,034	D				
COMMON STOCK (1)	11/16/2015		F	3,207 (5)	D	\$ 23.21	33,827	D				
COMMON STOCK (1)	11/17/2015		F	652 (4)	D	\$ 22.59	33,175 <u>(6)</u>	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)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	/. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	ate	Amou	ınt of	Derivative	De
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Secur	ities	(Instr. 5)	Ве
	Derivative				Securities		(Instr.	. 3 and 4)		O	
	Security				Acquired						Fo
		(A) or						Re			
					Disposed						Tr
					of (D)						(Iı
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title	or Number		
									of		
			Code V	(A) (D)				Shares			

# **Reporting Owners**

**Relationships** Reporting Owner Name / Address

> Director 10% Owner Officer Other

TURNER JASON W 5100 EAST SKELLY DRIVE **SUITE 700 TULSA, OK 74135** 

President, MNAC

# **Signatures**

Jason W. Turner 11/18/2015 \*\*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.
- SHARES RECEIVED ON CONVERSION OF PERFORMANCE STOCK UNIT AWARD AS PREDETERMINED MARKET-BASED CRITERIA WAS MET.
- (3) NOT APPLICABLE.
- RESTRICTED STOCK UNIT AWARD SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR TIME-BASED GRANT.
- PERFORMANCE STOCK UNIT AWARD SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR MARKET-BASED GRANT.

Reporting Owners 2

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Insti

Shares

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### (6) INCLUDES 15,713 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.