

MATRIX SERVICE CO
 Form 4
 February 18, 2003

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

FORM 4
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person(s)
 Zink, John S.
 Zink Ranch
 P. O. Box 52508

 Tulsa, OK 74152
2. Issuer Name and Ticker or Trading Symbol
 Matrix Service Company (MTRX)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
 02/03
5. If Amendment, Date of Original (Month/Year)
 02/14/03
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
7. 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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired (A) or Disposed of (D) Amount	A or D Price
Common Stock (1)	02/13/03	S	4,500	D \$9.378
Common Stock (1)	02/14/03	S	14,500	D \$9.220

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D
Non-Qualified Stock Option (right to buy)	\$4.250			
Non-Qualified Stock Option (right to buy)	\$4.250			
Non-Qualified Stock Option	\$4.375			

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(right to buy)
 Non-Qualified Stock Option \$5.625
 (right to buy)
 Non-Qualified Stock Option \$6.000
 (right to buy)
 Non-Qualified Stock Option \$6.050
 (right to buy)
 Non-Qualified Stock Option \$7.400
 (right to buy)
 Non-Qualified Stock Option \$7.750
 (right to buy)
 Non-Qualified Stock Option \$4.125
 (right to buy)

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security
-		Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)		Common Stock	10,000
Non-Qualified Stock Option (right to buy)		Common Stock	5,000
Non-Qualified Stock Option (right to buy)		Common Stock	5,000
Non-Qualified Stock Option (right to buy)		Common Stock	10,000
Non-Qualified Stock Option (right to buy)		Common Stock	5,000
Non-Qualified Stock Option (right to buy)		Common Stock	5,000
Non-Qualified Stock Option (right to buy)		Common Stock	5,000
Non-Qualified Stock Option (right to buy)		Common Stock	5,000
Non-Qualified Stock Option (right to buy)		Common Stock	5,000

SIGNATURE OF REPORTING PERSON
 /S/ Zink, John S.
 DATE 02/17/03