

AUSTIN NANCY E

Form 4

October 27, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
AUSTIN NANCY E

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 E. SKELLY DRIVE STE 700

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/23/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

VP Human Resources

(Street)

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

TULSA, OK 74135

(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)
Common Stock <sup>(1)</sup>	10/23/2009		A	(A) or (D) Amount 1,100 <sup>(2)</sup>	\$ 0 <sup>(6)</sup>	13,152	D
Common Stock <sup>(1)</sup>	10/23/2009		A	4,500 <sup>(3)</sup>	\$ 0 <sup>(6)</sup>	17,652	D
Common Stock <sup>(1)</sup>	10/23/2009		F	70 <sup>(4)</sup>	\$ 9.56	17,582	D
Common Stock <sup>(1)</sup>	10/23/2009		F	351 <sup>(5)</sup>	\$ 9.56	17,231 <sup>(7)</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 number.**

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 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
AUSTIN NANCY E 5100 E. SKELLY DRIVE STE 700 TULSA, OK 74135	VP Human Resources

## Signatures

Nancy E. Austin 10/27/2009

\*\*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) Release of Restricted Stock Unit award as predetermined performance criteria was met.

Restricted Stock Unit - each unit will entitle the reporting person to one share of Matrix Service Company Common Stock if and when the conditions of the restriction have been satisfied. For this grant, 20% will vest each year for the next five years on the anniversary dates.

(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 performance based grant.

(6) Not applicable.

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(7) Includes 2,891 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.

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