

Downs Nancy E
Form 3
January 11, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Downs Nancy E | | (Month/Day/Year) | MATRIX SERVICE CO [MTRX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/04/2006 | | |
| 10701 E UTE STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President/Human Resources | |
| TULSA,Â OKÂ 74116 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

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| | | | | | | | |
|------------------------------------------------------|------------------|------------|-----------------------------|-------|-----------|---|---|
| Incentive Stock Option (right to buy) ⁽¹⁾ | Â ⁽²⁾ | 10/23/2011 | Common Stock ⁽¹⁾ | 2,800 | \$ 3.025 | D | Â |
| Incentive Stock Option (right to buy) ⁽¹⁾ | Â ⁽²⁾ | 10/22/2012 | Common Stock ⁽¹⁾ | 3,200 | \$ 3.7 | D | Â |
| Incentive Stock Option (right to buy) ⁽¹⁾ | Â ⁽²⁾ | 10/21/2013 | Common Stock ⁽¹⁾ | 4,400 | \$ 12.195 | D | Â |
| Incentive Stock Option (right to buy) ⁽¹⁾ | Â ⁽²⁾ | 10/26/2014 | Common Stock ⁽¹⁾ | 2,500 | \$ 4.6 | D | Â |
| Incentive Stock Option (right to buy) ⁽¹⁾ | Â ⁽²⁾ | 08/17/2015 | Common Stock ⁽¹⁾ | 5,000 | \$ 5.49 | D | Â |
| Incentive Stock Option (right to buy) ⁽¹⁾ | Â ⁽²⁾ | 10/21/2015 | Common Stock ⁽¹⁾ | 5,000 | \$ 8.93 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Downs Nancy E 10701 E UTE STREET TULSA, OK 74116 | Â | Â | Â Vice President/Human Resources | Â |

Signatures

Nancy E. Downs 01/11/2006
**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The stock option becomes exercisable in five equal annual installments, commencing one year after the date of the grant.

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.