

MATRIX SERVICE CO
Form 4
June 07, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RYAN JAMES P

(Last) (First) (Middle)
5100 EAST SKELLY
DRIVE, SUITE 700
(Street)

TULSA, OK 74135

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MATRIX SERVICE CO [MTRX]

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President Matrix Service

6. 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 (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)
			Code	V	Amount or Price		
COMMON STOCK <u>(1)</u>	06/06/2013		M		2,800 A \$ 12.195	83,071	D
COMMON STOCK <u>(1)</u>	06/06/2013		S		2,800 D \$ 16.6739	80,271	D
COMMON STOCK <u>(1)</u>	06/06/2013		M		2,200 A \$ 12.195	82,471	D
COMMON STOCK <u>(1)</u>	06/06/2013		S		2,200 D \$ 16.6832	80,271	D
COMMON STOCK <u>(1)</u>	06/06/2013		M		5,000 A \$ 4.6	85,271	D

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COMMON STOCK ⁽¹⁾ 06/06/2013 S 5,000 D \$ 16.6832 80,271 ⁽²⁾ D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	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)	Amount or Number of Shares
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	\$ 12.195	06/06/2013		M	2,800	⁽³⁾ 10/21/2013	COMMON STOCK ⁽¹⁾	2,800
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	\$ 12.195	06/06/2013		M	2,200	⁽³⁾ 10/21/2013	COMMON STOCK ⁽¹⁾	2,200
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	\$ 4.6	06/06/2013		M	5,000	⁽³⁾ 10/26/2014	COMMON STOCK ⁽¹⁾	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
RYAN JAMES P 5100 EAST SKELLY DRIVE SUITE 700			President Matrix Service

TULSA, OK 74135

Signatures

James P. Ryan

06/07/2013

__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) INCLUDES 39,586 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- (3) THE STOCK OPTION BECOMES EXERCISABLE IN FIVE EQUAL ANNUAL INSTALLMENTS, COMMENCING ONE YEAR AFTER THE DATE OF THE GRANT.
- (4) NOT APPLICABLE.

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.