

Cavanah Kevin S  
Form 4  
August 29, 2018

# 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 \*  
Cavanah Kevin S

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 EAST SKELLY DRIVE, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)  
08/27/2018

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

VP Finance & CFO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 <u>(1)</u>	08/27/2018		A	V Amount <u>(2)</u> 11,100	(D) Price \$ 0 <u>(3)</u>	112,297	D
COMMON STOCK <u>(1)</u>	08/27/2018		A	V Amount <u>(4)</u> 2,640	(D) Price \$ 0 <u>(3)</u>	114,937	D
COMMON STOCK <u>(1)</u>	08/29/2018		F	V Amount <u>(5)</u> 2,042	(D) Price \$ 21.325	112,895 <u>(6)</u>	D

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

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number.

**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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				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
Cavanah Kevin S 5100 EAST SKELLY DRIVE SUITE 500 TULSA, OK 74135			VP Finance & CFO	

## Signatures

Kevin S.  
Cavanah

08/29/2018

\*\*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.  
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, 25% WILL VEST EACH YEAR FOR THE NEXT FOUR YEARS ON THE ANNIVERSARY DATES.
- (3) NOT APPLICABLE.  
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. THIS AWARD WAS EARNED UNDER THE COMPANY'S SHORT-TERM INCENTIVE COMPENSATION PLAN FOR FISCAL 2018 SAFETY PERFORMANCE AND WILL VEST ON THE FIRST ANNIVERSARY DATE OF THE AWARD.
- (5) RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR TIME-BASED GRANT.

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(6) INCLUDES 77,185 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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