

MATRIX SERVICE CO
Form 4
June 02, 2014

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

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 700

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2014

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

TULSA, OK 74135

(City) (State) (Zip)

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

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 (D) Price			
COMMON STOCK ⁽¹⁾	05/29/2014		M	4,738 A \$ 8.93	73,952	D	
COMMON STOCK ⁽¹⁾	05/29/2014		S	4,738 D \$ 32.3066 ⁽²⁾	69,214	D	
COMMON STOCK ⁽¹⁾	05/30/2014		M	2,762 A \$ 8.93	71,976	D	
COMMON STOCK ⁽¹⁾	05/30/2014		S	2,762 D \$ 32.8751 ⁽³⁾	69,214	D	
	05/30/2014		S	3,500 D	65,714 ⁽⁴⁾	D	

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COMMON STOCK ⁽¹⁾ \$ 32.8772

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⁾	\$ 8.93	05/29/2014		M	4,738	⁽⁵⁾ 10/21/2015	COMMON STOCK ⁽¹⁾	4,738
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	\$ 8.93	05/30/2014		M	2,762	⁽⁵⁾ 10/21/2015	COMMON STOCK ⁽¹⁾	2,762

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN JAMES P 5100 EAST SKELLY DRIVE SUITE 700 TULSA, OK 74135			President Matrix Service	

Signatures

James P. Ryan

06/02/2014

**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.

THE PRICE REPORTED IS A WEIGHTED AVERAGE PRICE. THESE SHARES WERE SOLD IN MULTIPLE TRANSACTIONS AT PRICES RANGING FROM \$32.255 TO \$32.37, INCLUSIVE. THE REPORTING PERSON UNDERTAKES TO PROVIDE TO

(2) MATRIX SERVICE COMPANY, ANY SECURITY HOLDER OF MATRIX SERVICE COMPANY, OR THE STAFF OF THE SECURITIES AND EXCHANGE COMMISSION, UPON REQUEST, FULL INFORMATION REGARDING THE NUMBER OF SHARES SOLD AT EACH SEPARATE PRICE WITHIN THE RANGE SET FORTH.

THE PRICE REPORTED IS A WEIGHTED AVERAGE PRICE. THESE SHARES WERE SOLD IN MULTIPLE TRANSACTIONS AT PRICES RANGING FROM \$32.87 TO \$32.915, INCLUSIVE. THE REPORTING PERSON UNDERTAKES TO PROVIDE TO

(3) MATRIX SERVICE COMPANY, ANY SECURITY HOLDER OF MATRIX SERVICE COMPANY, OR THE STAFF OF THE SECURITIES AND EXCHANGE COMMISSION, UPON REQUEST, FULL INFORMATION REGARDING THE NUMBER OF SHARES SOLD AT EACH SEPARATE PRICE WITHIN THE RANGE SET FORTH.

(4) INCLUDES 30,628 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.

(5) THE STOCK OPTION BECOMES EXERCISABLE IN FIVE EQUAL ANNUAL INSTALLMENTS, COMMENCING ONE YEAR AFTER THE DATE OF THE GRANT.

(6) 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.

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