MATRIX SERVICE CO

Form 4

November 14, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

STOCK (1)

(Print or Type Responses)

See Instruction

| 1. Name and Add MAXWELL T | Symbol | 3 | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
|------------------------------|---------------------|--------------------------------|---------------------------------|------------|------------------|--|--|----------------------------|----------------------|--|--|
| | MATRIX | MATRIX SERVICE CO [MTRX] | | | | (Check all applicable) | | | | | |
| (Last) | (First) (Mid | , 5.5 a.c 51 2 | 3. Date of Earliest Transaction | | | | | | | | |
| 5100 EAST SI DRIVE, SUIT | ` . | (Month/Day/Year) 11/13/2014 | | | | X Director Officer (give below) | | Owner or (specify | | | |
| | (Street) | 4. If Amend | dment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| Filed(Month/Day/Year) | | | | | | | Applicable Line) | | | | |
| TULSA, OK 7 | 4135 | | | | | | _X_ Form filed by N Form filed by N Person | More than One Re | | | |
| (City) | (State) (Zi | p) Table l | - Non-Der | ivative Se | curiti | es Acq | uired, Disposed of | f, or Beneficial | ly Owned | | |
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties | | 5. Amount of | 6. Ownership | 7. Nature of | | |
| Security | (Month/Day/Year) | Execution Date, if | | onAcquired | | | Securities | Form: Direct | Indirect | | |
| (Instr. 3) | | any (Month/Doy/Voor) | Code | Disposed | , | * | Beneficially Owned | (D) or | Beneficial | | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, | 4 and | 3) | Following | Indirect (I) (Instr. 4) | Ownership (Instr. 4) | | |
| go. 0. to | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | mou. 1) | (mou. 1) | | |
| COMMON STOCK (1) | 11/13/2014 | | A | 3,629 | A | \$ 0 | 41,958 (4) | D | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(3)

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

(2)

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|----------------|-------------|---------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | or | | |
| | | | | | | Date | Expiration | Title | Number | | |
| | | | | | | Exercisable Da | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| 1 0 | Director | 10% Owner | Officer | Other | | |
| MAXWELL TOM E 5100 EAST SKELLY DRIVE SUITE 700 TULSA, OK 74135 | X | | | | | |

Signatures

Tom E. 11/14/2014 Maxwell **Signature of Date Reporting Person

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 (2) COMPANY COMMON STOCK IF AND WHEN THE CONDITIONS OF THE RESTRICTION HAVE BEEN SATISFIED. FOR THIS GRANT, 100% WILL VEST ON THE THIRD ANNIVERSARY DATE.
- (3) NOT APPLICABLE.
- (4) INCLUDES 21,029 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. 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.

Reporting Owners 2