#### MATRIX SERVICE CO

Form 4 April 18, 2007

### FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

**OMB APPROVAL** 

Section 16.
Form 4 or
Form 5
obligations
may continue.

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

burden hours per response... 0.5

Estimated average

5 Relationship of Reporting Person(s) to

 $4,150 \frac{(2)}{}$ 

 $4,150^{(2)}$ 

\$ 2.4065 24,150 (2)

D

D

D

See Instruction 1(b).

Common

Stock (1)
Common

Stock (1)

Common

Stock (1)

04/17/2007

04/17/2007

04/17/2007

(Print or Type Responses)

1 Name and Address of Reporting Person \*

Rinehart Bradley J			Symb	2. Issuer Name and Ticker or Trading Symbol MATRIX SERVICE CO [MTRX]			Is	Issuer (Check all applicable)			
	(Last) 8804 SOUT	(First) (	(Mon	3. Date of Earliest Transaction (Month/Day/Year) 04/17/2007				Director X Officer (give ti low)	10%	Owner r (specify	
				Filed(Month/Day/Year)  A			i. Individual or Joint/Group Filing(Check Applicable Line)  X_ Form filed by One Reporting Person  Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table I - Non-D	erivative	Secur	ities Acquir	ed, Disposed of,	or Beneficiall	y Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	if Transaction Code ( r) (Instr. 8)		ed of (		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 (1)	04/17/2007		M	4,000	A	\$ 2.1875	8,150 (2)	D		

4,000

20,000

20,000 D

A

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

S

M

S

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SEC 1474 (9-02)

## 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy) (1)	\$ 2.1875	04/17/2007		M	4,000	(3)	10/15/2008	Common Stock (1)	4,000
Incentive Stock Option (right to buy) (1)	\$ 2.4065	04/17/2007		M	20,000	<u>(3)</u>	07/11/2010	Common Stock (1)	20,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Rinehart Bradley J 8804 SOUTH JOPLIN Vice President - MSI TULSA, OK 74137

## **Signatures**

Bradley J.
Rinehart

\*\*Signature of Reporting Person

O4/18/2007

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.

Reporting Owners 2

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- (2) Includes shares of Restricted Stock owned but not yet released.
- (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.