

SULLIVAN WILLIAM R
Form 4

October 27, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SULLIVAN WILLIAM R

(Last) (First) (Middle)

5100 E. SKELLY DRIVE STE 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)

10/23/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

VP Western Business Unit MSI

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock ⁽¹⁾	10/23/2009		A	Amount <u>1,100</u> ⁽²⁾	(A) or (D) A \$ 0 ⁽⁶⁾	33,336	D
Common Stock ⁽¹⁾	10/23/2009		A	Amount <u>5,000</u> ⁽³⁾	A \$ 0 ⁽⁶⁾	38,336	D
Common Stock ⁽¹⁾	10/23/2009		F	393 ⁽⁴⁾	D \$ 9.56	37,943	D
Common Stock ⁽¹⁾	10/23/2009		F	78 ⁽⁵⁾	D \$ 9.56	37,865 ⁽⁷⁾	D

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

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(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. 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

SULLIVAN WILLIAM R
5100 E. SKELLY DRIVE STE 700
TULSA, OK 74135

VP Western Business Unit MSI

Signatures

William R.
Sullivan 10/27/2009

**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) Matrx Service Company Common Stock

(2) Release of Restricted Stock Unit award as predetermined performance criteria was met.

Restricted Stock Unit - each unit will entitle the reporting person to one share of Matrix Service Company Common Stock if and when
(3) the conditions of the restriction have been satisfied. For this grant, 20% will vest each year for the next five years on the anniversary dates.

(4) Restricted Stock Unit award - shares disposed to satisfy tax obligation due on vest date for performance based grant.

(5) Restricted Stock Unit award - shares disposed to satisfy tax obligation due on vest date for time based grant.

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(6) Not applicable

(7) Includes 22,425 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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