

AUSTIN NANCY E  
Form 4  
March 11, 2011

**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 \*  
AUSTIN NANCY E

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/09/2011

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

VP Human Resources

(Street)  
TULSA, OK 74135

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

(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)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK <u>(1)</u>	03/09/2011		M		1,200	A	\$ 3.7 28,596
COMMON STOCK <u>(1)</u>	03/09/2011		S		1,200	D	\$ 14.5 27,396
COMMON STOCK <u>(1)</u>	03/09/2011		M		2,500	A	\$ 4.6 29,896
COMMON STOCK <u>(1)</u>	03/09/2011		S		2,500	D	\$ 14.5 27,396
COMMON STOCK <u>(1)</u>	03/09/2011		M		5,000	A	\$ 5.49 32,396

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COMMON STOCK <u>(1)</u>	03/09/2011	S	5,000	D	\$ 14.5	27,396	D
COMMON STOCK <u>(1)</u>	03/09/2011	M	5,000	A	\$ 8.93	32,396	D
COMMON STOCK <u>(1)</u>	03/09/2011	S	5,000	D	\$ 14.5	27,396 <u>(2)</u>	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
INCENTIVE STOCK OPTION (RIGHT TO BUY) <u>(1)</u>	\$ 3.7	03/09/2011		M	1,200	<u>(3)</u> 10/22/2012	COMMON STOCK <u>(1)</u>	1,200
INCENTIVE STOCK OPTION (RIGHT TO BUY) <u>(1)</u>	\$ 4.6	03/09/2011		M	2,500	<u>(3)</u> 10/26/2014	COMMON STOCK <u>(1)</u>	2,500
INCENTIVE STOCK OPTION (RIGHT TO BUY) <u>(1)</u>	\$ 5.49	03/09/2011		M	5,000	<u>(3)</u> 08/17/2015	COMMON STOCK <u>(1)</u>	5,000
INCENTIVE STOCK OPTION (RIGHT TO BUY) <u>(1)</u>	\$ 8.93	03/09/2011		M	5,000	<u>(3)</u> 10/21/2015	COMMON STOCK <u>(1)</u>	5,000

BUY) <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AUSTIN NANCY E 5100 EAST SKELLY DRIVE TULSA, OK 74135			VP Human Resources	

## Signatures

Nancy E. Austin                      03/11/2011

    \*\*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.
- (2) INCLUDES 4,676 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- (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.