

MATRIX SERVICE CO  
Form 4  
February 24, 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)  
02/21/2014

\_\_\_\_ 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 (D) Price			
COMMON STOCK <sup>(1)</sup>	02/21/2014		M	15,000 A \$ 4.6	99,214	D	
COMMON STOCK <sup>(1)</sup>	02/21/2014		S	15,000 D \$ 32.1456	84,214 <sup>(3)</sup>	D	

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

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SEC 1474 (9-02)

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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)
INCENTIVE STOCK OPTION (RIGHT TO BUY) <sup>(1)</sup>	\$ 4.6	02/21/2014		M	15,000	<sup>(4)</sup> 10/26/2014	COMMON STOCK <sup>(1)</sup>

## Reporting Owners

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

## Signatures

James P. Ryan                      02/24/2014  
 \_\_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.  
 THE PRICE REPORTED IS A WEIGHTED AVERAGE PRICE. THESE SHARES WERE SOLD IN MULTIPLE TRANSACTIONS AT PRICES RANGING FROM \$32.00 TO \$32.44, 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.
- (3) INCLUDES 49,128 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- (4) THE STOCK OPTION BECOMES EXERCISABLE IN FIVE EQUAL ANNUAL INSTALLMENTS, COMMENCING ONE YEAR AFTER THE DATE OF THE GRANT.
- (5) 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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