MATRIX SERVICE CO

Form 4

February 21, 2014

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

0.5

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...

Estimated average

5 Relationship of Reporting Person(s) to

See Instruction 1(b).

COMMON

STOCK (1)

02/20/2014

(Print or Type Responses)

1 Name and Address of Reporting Person *

FROST JACK			Č	Issuer				
(First) (N					(Check all applicable)			
(Tilst) (IV	,		alisaction	D	100			
SKELLY ГЕ 700	`			X_ Officer (give below)	titleOtho	er (specify		
(Street)			nte Original	6. Individual or Joint/Group Filing(Check				
74135	Filed(Month/Day/Year	·)					
(State)	Zip) T	able I - Non-I	Derivative Securities Acqu	uired, Disposed of	, or Beneficial	ly Owned		
	Execution Dat any	Code	(Instr. 3, 4 and 5)	Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(First) (M EKELLY FE 700 (Street) 74135 (State) (2. Transaction Date	Symbol MAT (First) (Middle) 3. Date (Month SKELLY 02/20) (Street) 4. If A Filed(No. 1) (State) (Zip) To any (Month/Day/Year) Execution Date any	Symbol MATRIX SERV (First) (Middle) 3. Date of Earliest Tr (Month/Day/Year) EXELLY 02/20/2014 FE 700 (Street) 4. If Amendment, Da Filed(Month/Day/Year) 74135 (State) (Zip) Table I - Non-Day 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction Date any Code	Symbol MATRIX SERVICE CO [MTRX] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (KELLY 02/20/2014 TE 700 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 74135 (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) Execution Date, if Transactior(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)	Symbol MATRIX SERVICE CO [MTRX] (Check (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director X Officer (give below) Vice P (Street) 4. If Amendment, Date Original 6. Individual or Jo Filed(Month/Day/Year) Applicable Line) X Form filed by M Person (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if Transactior(A) or Disposed of (D) Securities any Code (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) (Instr. 8) Owned Following Reported	Symbol MATRIX SERVICE CO [MTRX] (Check all applicable (Check all		

Code V Amount

F

or

(D)

473 (2) D

Price

32.16

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.

Transaction(s)

(Instr. 3 and 4)

 $10,954 \frac{(3)}{}$

(Instr. 4)

D

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
				of (D) (Instr. 3, 4, and 5)						(Instr
				4, and 3)	Date	Expiration		Amount		
			Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FROST JACK 5100 EAST SKELLY DRIVE SUITE 700 TULSA, OK 74135

Vice President, EH&S

Signatures

Jack Frost 02/21/2014

**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) MATRIX SERVICE COMPANY COMMON STOCK.
- (2) RESTRICTED STOCK UNIT AWARD SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR TIME-BASED GRANT.
- (3) INCLUDES 777 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