MATRIX SERVICE CO

Form 4

October 24, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

5. Relationship of Reporting Person(s) to

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

COMMON

STOCK (1)

10/23/2014

(Print or Type Responses)

Cavanah Kevin S			Symbol					Issuer			
			MATRIX SERVICE CO [MTRX]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of E		isaction						
			(Month/Day	y/Year)				Director		Owner	
5100 EAST SKELLY			10/23/2014					_X_ Officer (give		er (specify	
DRIVE, SU	TTE 700							below) VP Fi	below) inance & CFO		
	(Street)	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
		· · · · · · · · · · · · · · · · · · ·				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
TULSA, OF	X 74135							Person	ore man one Ke	porting	
(City)	(State)	Table I - Non-Derivative Securities Ac				es Acqu	quired, Disposed of, or Beneficially Owned				
1.Title of	2. Transaction D	ate 2A. D	eemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Yea	ar) Execu	tion Date, if	Transactio	on(A) or Di	sposed	of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any		Code	(Instr. 3,	4 and	5)	Beneficially	Form:	Beneficial	
		(Mon	th/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership	
								Following	or Indirect	(Instr. 4)	
						(4)		Reported	(I)		
						(A)		Transaction(s)	(Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			

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

F

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.

59,043 (3)

D

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

146 (2) D

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount Underlyi Securitie (Instr. 3	ing es	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title N of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships							
·r·	Director	10% Owner	Officer	Other				
Cavanah Kevin S 5100 EAST SKELLY DRIVE SUITE 700 TULSA, OK 74135			VP Finance & CFO					

Signatures

Kevin S.
Cavanah

**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 20,594 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.

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