| FORM 4 STATEMENT OF CHANGES IN BENEFI | CIAL OWNERSHIF | > | | | | | |
|---|--|---|--------------------------------------|---|---|---|--|
| Check this box if no longe Form 4 or Form 5 obligation Name and Address of Reportin Rogers, Glen W. 10701 East Ute Street | ns may continu | | | | | | |
| Tulsa, OK 74116-1517 2. Issuer Name and Ticker or T Matrix Service Company (MTR 3. I.R.S. Identification Numbe | X) | g Person, if ⇒ | an entity (Vo. | luntary) | | | |
| Statement for Month/Year 10/02 If Amendment, Date of Origin Relationship of Reporting Por [] Director [X] Officer (give title below SVP Tech/Supt Srvcs Individual or Joint/Group Factor [X] Form filed by One Report [] Form filed by More than | erson(s) to Is [] 10% Ow ow) [] Other iling (Check A ting Person | ssuer (Check a wner (specify belo Applicable Lin | ow) | e) | | | |
| Table I Non-Derivative Secur | | | | | | | |
| 1)Title of Security | | 2)Trans- action Date (Month/ Day/Year) | 3.Trans- 4.9 action or Code | Securities Acc Disposed of A OI | quired(A) (D) | 5)Amount of Securities Beneficially Owned at | 6) 7)Nature of Indirect |
| Common Stock Common Stock | | | | | | 4,685 360 | D Direct I by Spouse |
| | | | | | | | |
| Table II (PART 1) Derivative : | | | | | | | |
| | 2)Conversion or Exercise Price of | 3)Trans- | 4)Trans | - 5)Number o Securities | f Derivative Acquired (A) | 6)Dat | e Exercisable and ation Date |
| 1)Title of Derivative | 2)Conversion or Exercise | 3)Trans- action | 4)Trans action | - 5)Number o Securities or Disposed | f Derivative Acquired (A) | 6)Dat Expir | e Exercisable and |
| 1)Title of Derivative Security Incentive Stock Option (right | 2)Conversion or Exercise Price of Derivative Security | 3)Trans- action | 4)Trans action Code | - 5)Number o Securities or Disposed | f Derivative Acquired (A) d of (D) | 6)Dat Expir | e Exercisable and ration Date |
| 1)Title of Derivative Security Incentive Stock Option (right to buy) Incentive Stock Option (right | 2)Conversion or Exercise Price of Derivative Security \$4.250 | 3)Trans- action | 4)Trans action Code | - 5)Number o Securities or Disposed | f Derivative Acquired (A) d of (D) | 6)Dat Expir | e Exercisable and ration Date cisable Expiration |
| 1)Title of Derivative Security Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) Incentive Stock Option (right | 2)Conversion or Exercise Price of Derivative Security \$4.250 \$4.375 | 3)Trans- action | 4)Trans action Code | - 5)Number o Securities or Disposed | f Derivative Acquired (A) d of (D) | 6)Dat Expir | e Exercisable and ration Date cisable Expiration 10/18/10 |
| 1)Title of Derivative Security Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) Incentive Stock Option (right | 2)Conversion or Exercise Price of Derivative Security \$4.250 \$4.375 \$4.813 | 3)Trans- action | 4)Trans action Code | - 5)Number o Securities or Disposed | f Derivative Acquired (A) d of (D) | 6)Dat Expir | e Exercisable and ration Date cisable Expiration 10/18/10 10/15/08 |
| 1)Title of Derivative Security Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) Incentive Stock Option (right | 2)Conversion or Exercise Price of Derivative Security \$4.250 \$4.375 \$4.813 \$5.625 | 3)Trans- action | 4)Trans action Code | - 5)Number o Securities or Disposed | f Derivative Acquired (A) d of (D) | 6)Dat Expir | te Exercisable and Tation Date Disable Expiration 10/18/10 10/15/08 07/11/10 |
| 1)Title of Derivative Security Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) | 2)Conversion or Exercise Price of Derivative Security \$4.250 \$4.375 \$4.813 \$5.625 \$6.050 | 3)Trans- action | 4)Trans action Code | - 5)Number o Securities or Disposed | f Derivative Acquired (A) d of (D) | 6)Dat Expir | te Exercisable and tration Date tisable Expiration 10/18/10 10/15/08 07/11/10 10/14/04 |
| 1)Title of Derivative Security Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) (1) | 2)Conversion or Exercise Price of Derivative Security \$4.250 \$4.375 \$4.813 \$5.625 \$6.050 \$7.400 | 3)Trans- action Date | 4)Trans- action Code Code V | 5)Number o Securities or Disposed A 5,000 | f Derivative Acquired (A) d of (D) D | 6)Dat Expir Exerc | te Exercisable and tration Date tisable Expiration 10/18/10 10/15/08 07/11/10 10/14/04 10/23/11 10/22/12 |
| 1)Title of Derivative Security Incentive Stock Option (right to buy) Incentive Stock Option (right | 2)Conversion or Exercise Price of Derivative Security \$4.250 \$4.375 \$4.813 \$5.625 \$6.050 \$7.400 Securities Acc 3)Trans- 7)T action of | 3)Trans- action Date 10/22/02 quired, Dispon | 4)Trans- action Code Code V | 5)Number or Securities or Disposed A 5,000 heficially Own | f Derivative Acquired (A) d of (D) D | 6)Dat Expir Exerc (2) 1,3 and 7 throu 9)Number of Derivative Securities Beneficially | te Exercisable and ration Date cisable Expiration 10/18/10 10/15/08 07/11/10 10/14/04 10/23/11 10/22/12 ugh 11) 10) 11)Nature of Indirect D Beneficial or Ownership |
| 1)Title of Derivative Security Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) (1) Table II (PART 2) Derivative S | 2)Conversion or Exercise Price of Derivative Security \$4.250 \$4.375 \$4.813 \$5.625 \$6.050 \$7.400 Securities Acc 3)Trans- 7)T action of Date Sec | 3)Trans- action Date 10/22/02 quired, Dispon Title and Amon Underlying | 4)Trans- action Code Code V | 5)Number o Securities or Disposed A 5,000 | f Derivative Acquired (A) d of (D) D | 6)Dat Expir Exerc (2) 1,3 and 7 throu 9)Number of Derivative Securities | te Exercisable and tration Date tisable Expiration 10/18/10 10/15/08 07/11/10 10/14/04 10/23/11 10/22/12 ugh 11) 10) 11)Nature of Indirect D Beneficial |
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| 1)Title of Derivative Security Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) (1) Table II (PART 2) Derivative Security Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) | 2)Conversion or Exercise Price of Derivative Security \$4.250 \$4.375 \$4.813 \$5.625 \$6.050 \$7.400 Securities Acc 3)Trans- 7)1 action of Date Sec Tit Con Con Con | 3)Trans- action Date 10/22/02 quired, Dispos Title and Amou Underlying curities tle mmon Stock mmon Stock | 4)Trans- action Code Code V | 5)Number or Securities or Disposed A 5,000 heficially Own Amount or Number of Shares 5,000 10,000 15,000 | f Derivative Acquired (A) d of (D) D | 6)Dat Expir Exerc (2) 1,3 and 7 throu 9)Number of Derivative Securities Beneficially Owned at End of Month 5,000 10,000 15,000 | <pre>te Exercisable and tation Date tisable Expiration</pre> |

Explanation of Responses:

(1)
 Matrix Service Company Common Stock
 (2)
 The stock option becomes exercisable in five equal installments, commencing one year after date of grant.

DATE 10/23/02