

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>AUSTIN GEORGE LESLIE</u> (Last) (First) (Middle) <u>10701 E UTE ST</u> (Street) <u>TULSA OK 74116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MATRIX SERVICE CO [MTRX]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/06/2006</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) CFO 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 ⁽¹⁾	01/06/2006		M		4,000	A	\$1.875	12,000	D	
Common Stock ⁽¹⁾	01/06/2006		S		4,000	D	\$10	8,000	D	
Common Stock ⁽¹⁾	01/06/2006		M		3,800	A	\$2.125	11,800	D	
Common Stock ⁽¹⁾	01/06/2006		S		3,800	D	\$10	8,000	D	
Common Stock ⁽¹⁾	01/06/2006		M		1,200	A	\$2.125	9,200	D	
Common Stock ⁽¹⁾	01/06/2006		M		4,000	A	\$3.025	13,200	D	
Common Stock ⁽¹⁾	01/06/2006		M		1,662	A	\$3.7	14,862	D	
Common Stock ⁽¹⁾	01/06/2006		M		1,338	A	\$3.7	16,200	D	
Common Stock ⁽¹⁾	01/06/2006		M		1,349	A	\$4.6	17,549	D	
Common Stock ⁽¹⁾	01/06/2006		M		6,651	A	\$4.6	24,200	D	
Common Stock ⁽¹⁾	01/06/2006		M		1,800	A	\$4.6	26,000	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy) ⁽¹⁾	\$1.875	01/06/2006		M			4,000	(2)	04/21/2009	Common Stock ⁽¹⁾	4,000	(3)	96,000	D	
Incentive Stock Option (right to buy) ⁽¹⁾	\$2.125	01/06/2006		M			3,800	(2)	10/18/2010	Common Stock ⁽¹⁾	3,800	(3)	92,200	D	
Incentive Stock Option (right to buy) ⁽¹⁾	\$2.125	01/06/2006		M			1,200	(2)	10/18/2010	Common Stock ⁽¹⁾	1,200	(3)	91,000	D	
Incentive Stock Option (right to buy) ⁽¹⁾	\$3.025	01/06/2006		M			4,000	(2)	10/23/2011	Common Stock ⁽¹⁾	4,000	(3)	87,000	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy) ⁽¹⁾	\$3.7	01/06/2006		M			1,662	(2)	10/22/2012	Common Stock ⁽¹⁾	1,662	(3)	85,338	D	
Incentive Stok Option (right to buy) ⁽¹⁾	\$3.7	01/06/2006		M			1,338	(2)	10/22/2012	Common Stock ⁽¹⁾	1,338	(3)	84,000	D	
Incentive Stock Option (right to buy) ⁽¹⁾	\$4.6	01/06/2006		M			1,349	(2)	10/26/2014	Common Stock ⁽¹⁾	1,349	(3)	82,651	D	
Incentive Stock Option (right to buy) ⁽¹⁾	\$4.6	01/06/2006		M			6,651	(2)	10/26/2014	Common Stock ⁽¹⁾	6,651	(3)	76,000	D	
Incentive Stock Option (right to buy) ⁽¹⁾	\$4.6	01/06/2006		M			1,800	(2)	10/26/2014	Common Stock ⁽¹⁾	1,800	(3)	74,200	D	

Explanation of Responses:

- Matrix Service Company Common Stock
- The stock option became exercisable in five equal annual installments, commencing one year after the date of the grant.
- Not applicable.

George L. Austin

01/10/2006

** Signature of Reporting Person
Date

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

* 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).

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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