UNITED STATES SECURITIES AND E Washington, D.C. 20549	EXCHANGE COMMIS	SSION						
FORM 4 STATEMENT OF CHANGES IN BENEF	ICIAL OWNERSHI	.						
[] Check this box if no longe Form 4 or Form 5 obligation 1. Name and Address of Reports Lackey, Paul K. 4502 East 41st Street, Suit	ons may continuing Person(s)							
Tulsa, OK 74135 2. Issuer Name and Ticker or Matrix Service Company (MTR 3. I.R.S. Identification Number	RX)	g Person, if a	n entity (Vol	untary)				
4. Statement for Month/Year 04/03								
5. If Amendment, Date of Orig: 6. Relationship of Reporting F [X] Director [] Officer (give title bed	Person(s) to Is [] 10% Ov	ssuer (Check a wner)				
7. Individual or Joint/Group F [X] Form filed by One Report [] Form filed by More than	rting Person		e)					
Table I Non-Derivative Secur								
1)Title of Security		2)Trans- action Date (Month/ Day/Year)	3.Trans- 4.S action or Code Code V Amo	ecurities Acqu Disposed of (D A or unt D	ired(A)) Price	5)Amount of Securities Beneficially Owned at End of Month	D or	Indirect Beneficial
Table II (PART 1) Derivative 1)Title of Derivative Security		3)Trans- action Date		5)Number of Securities A or Disposed	 Derivative cquired (A)	6)Dat Expir	e Ex	
1)Title of Derivative Security	2)Conversion or Exercise Price of Derivative Security	3)Trans- action Date	4)Trans- action Code	5)Number of Securities A or Disposed	Derivative cquired (A) of (D)	6)Dat Expir	e Ex	ercisable and n Date le Expiration
1)Title of Derivative Security Non-Qualified Stock Option (right to buy) Non-Qualified Stock Option	2)Conversion or Exercise Price of Derivative	3)Trans- action Date	4)Trans- action Code	5)Number of Securities A or Disposed	Derivative cquired (A) of (D)	6)Dat Expir	e Ex	ercisable and n Date
1)Title of Derivative Security Non-Qualified Stock Option (right to buy) Non-Qualified Stock Option (right to buy) Phantom Shares Non-Qualified Stock Option	2)Conversion or Exercise Price of Derivative Security \$6.050	3)Trans- action Date	4)Trans- action Code	5)Number of Securities A or Disposed	Derivative cquired (A) of (D)	6)Dat Expir	e Ex	ercisable and n Date le Expiration
1)Title of Derivative Security Non-Qualified Stock Option (right to buy) Non-Qualified Stock Option (right to buy) Phantom Shares	2)Conversion or Exercise Price of Derivative Security \$6.050	3)Trans- action Date	4)Trans- action Code	5)Number of Securities A or Disposed	Derivative cquired (A) of (D)	6)Dat Expir	e Ex	ercisable and n Date le Expiration
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Explanation of Responses:

(1) Matrix Service Company Common Stock (2) The SAR became 100% exercisable upon grant.

SIGNATURE OF REPORTING PERSON /S/ Lackey, Paul K. DATE 04/16/03