FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPR	OVAL
	OMB Number:	3235-0287
l	Estimated average bu	rden

0.5

hours per response:

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

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  SUITE 100  4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street) TULSA OK 74135  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Bound Figure 1)  (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Bound Figure 1)  (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Bound Figure 1)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Bound Figure 1)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion Date (Month/Day/Year) Price of Price of Month/Day/Year)  Securities Securities (Month/Day/Year)  A below)  Vice President, Legal & Risk  6. Individual or Joint/Group Filing (Check Application)  6. Ownership Form: Filing (Check Application) Date (Bound Filing)  7. Title of Bound Filing (Month/Day/Year)  8. Price of Month/Day/Year)  1. Title of Conversion Date (Month/Day/Year)  1. Title of Price of Month/Day/Year)  1. Title of Price of Month/Day/Year)  1. Title of Price of Month/Day/Year)  2. Transaction (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  3. Date of Carlies (Month/Day/Year)  3. Date of Carlies (Month/Day/Year)  3. Number of Date (Month/Day/Year)  4. Securities (Month/Day/Year)  5. Number of Securities (Month/Day/Year)  6. Date (Month/Day/Year)  8. Price of Month/Day/Year)  8. Price of Month/Day/Year)  8. Price of Month/Day/Year)  8. Price of Month/Day/Year)  8. Price	Name and Address of Reporting Person*     SHEETS JUSTIN D						2. Issuer Name and Ticker or Trading Symbol  MATRIX SERVICE CO [ MTRX ]									Check	all app Direc	licable)			ssuer  Owner  (specify
Street   TULSA   OK   74135   Street   TULSA   OK   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   Securities	5100 EAST SKELLY DRIVE															Λ		ow) below)			ζ.
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Normal Following Reported Transaction(s) (Instr. 3, 4 and 5)  3. Amount (A) or Disposed of (D) (Instr. 3, 4 and 5)  3. Amount (A) or (D) Price (D) (Instr. 3, 4 and 5)  3. Amount (A) or (D) Price (D) (Instr. 4)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned (Price of Derivative Security (Instr. 3)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned (Price of Derivative Securities)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned (Price of Derivative Securities)  5. Number of Derivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  8. Price of Derivative Securities (I) (Instr. 4)  9. Number of derivative Securities Direct (D) or Indirect (I) (Instr. 4)  1. Title of Derivative Securities (I) (Instr. 4)  2. Derivative Securities (I) (Instr. 4)  3. Transaction (I) (Instr. 4)  4. Securities (Instr. 3)  5. Amount of Securities (I) (Instr. 4)  6. Date Exercisable and Expiration Date (Month/Day/Year)  8. Price of Derivative Securities (I) (Instr. 4)  9. Number of derivative Security (Instr. 4)  9. Number of Derivative Securities (I) (Instr. 4)  1. Title of Derivative Securities (I) (Instr. 4)  1. Title of Derivative Securities (I) (Instr. 3)  1. Title of Derivative Securities	(Street) TULSA OK 74135					4. If Amendment, Date of Original Filed (Month/Day/Year)									X Form filed by One Reporting Person Form filed by More than One Reporting						
Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code (Instr. 3)   Compersion or Exercise (Instr. 3)   Coverisity (Instr. 4)   Coverisity (Instr. 5)   Coverisity (Instr. 4)   Coverisity (Instr. 4)   Coverisity (Instr. 4)   Coverisity (Instr. 4)   Coverisity (Instr. 5)   Coverisity (Instr. 4)   Coverisity (Instr. 5)   Coveri		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
COMMON STOCK(1)  O9/26/2016  F 158(2)  D \$17.9 15,879(3)  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)  Conversion or Exercise Price of Derivative Security  (Instr. 3)  3. Transaction Date Execution Date (Month/Day/Year)  (Instr. 4)  6. Date Exercisable and Expiration Date (Month/Day/Year)  Transaction Date (Month/Day/Year)  (Instr. 4)  7. Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 5)  B. Price of Derivative Securities Underlying Derivative Security (Instr. 5)  Ownership Form: Direct (D) Owned Following Reported Transaction(s) (Instr. 4)  Transaction (Instr. 4)  Ownership Form: Direct (D) Owned Following Reported Transaction(s) (Instr. 4)	Date						Execution Date, ay/Year) if any		Transaction I		Disposed Of (D) (Instr. 3,				4 and Sec Bei Ow		ties cially d Following	Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
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)  1. Title of Derivative Security S								v	Amount			Price	e	Transaction(s)				(1113411 4)			
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Security Security Securi	COMMON STOCK <sup>(1)</sup> 09/26/									F		158(2	2)	D \$1		7.9 15,879(3		5,879(3)	D		
Derivative Security (Instr. 3)  Price of Derivative Security Securities Secu																					
Amount or Number of	Derivative Security	ative Conversion or Exercise (Month/Day/Year) Execution Date, if any (Month/Day/Year) Price of Derivative			Code (	ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		ative rities ired osed	Expiration Date			Amount of Securities Underlying Derivative Security (Instr. and 4)			Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	nip ( I D) ( ect (	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

## Explanation of Responses:

- 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 7,606 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.

## Remarks:

<u>Justin D. Sheets</u> <u>09/27/2016</u>

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.