
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report: (Date of earliest event reported) October 24, 2003

Matrix Service Company

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-18716
(Commission
File Number)

73-1352174
(IRS Employer
Identification No.)

10701 East Ute Street
Tulsa, Oklahoma
(Address of principal executive offices)

74116
(Zip Code)

(918) 838-8822
(Registrant's telephone number, including area code)

Item 5. Other Events and Regulation FD Disclosure

On October 24, 2003, Matrix Service Company (the “Registrant”) issued a press release clarifying the October 22, 2003 press release that announced a one-for-one stock dividend on the Company’s shares of common stock. The full text of the press release issued in connection with the announcement is attached as Exhibit No. 99.1 to this Current Report on Form 8-K.

Item 7. Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated October 24, 2003, clarifying the October 22, 2003 press release that announced a one-for-one stock dividend on the Company’s shares of common stock

The information in this Current Report on Form 8-K, and the Exhibit attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Matrix Service Company

Dated: October 24, 2003

By: /s/ Michael J. Hall

Michael J. Hall
Chief Financial Officer and
Principal Accounting Officer

EXHIBIT INDEX

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MATRIX SERVICE CLARIFIES STOCK DIVIDEND ANNOUNCEMENT

TULSA, OK—October 24, 2003—Matrix Service Co. (Nasdaq: MTRX), a leading industrial services company, today clarified its previous announcement of a one-for-one stock dividend. The payment of a one-for-one stock dividend is the same as a two-for-one split of the company's shares of common stock. Additionally, section 305 of the Internal Revenue Code, treats this transaction as non-taxable.

As a result of the stock split, shareholders will receive one additional common share for each share held on the record date of October 31, 2003 and is payable on November 21, 2003. Upon completion of the stock split, the number of common shares outstanding will double to approximately 16.4 million shares. The additional shares will be mailed on or about November 21, 2003, by the Company's transfer agent, UMB Bank.

On the morning of November 24, the stock will start trading on a split basis; each shareholder will then have two shares with a value equal to one share at the closing price on November 21.

The share amounts and the examples used in this press release are for illustrative purposes only and should not be relied upon for any other purpose.

About Matrix Service Company

Matrix Service Company provides general industrial construction and repair and maintenance services principally to the petroleum, petrochemical, power, bulk storage terminal, pipeline and industrial gas industries.

The Company is headquartered in Tulsa, Oklahoma, with regional operating facilities located in Oklahoma, Texas, California, Michigan, Pennsylvania, Illinois, Utah, South Carolina, Washington, and Delaware in the U.S. and Canada.

This release contains certain forward-looking statements including statements preceded or modified by the words "anticipate", "continues", "expect", "forecast", "outlook", "believe", "estimate", "should" and "will" and words of similar effect, concerning the Company's operations, economic performance and management's best judgment as to what may occur in the future. The actual results for the current and future periods and other corporate developments will depend upon a number of economic, competitive and other influences, including those identified in the Company's reports and documents filed from time to time with the Securities and Exchange Commission, many of which are beyond the control of the Company, and any one of which, or a combination of which, could materially affect the results of the Company's operations.

For More Information:

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