

**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	
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1. Name and Address of Reporting Person* <u>UPDYKE ALAN R</u>  (Last) (First) (Middle) 5100 EAST SKELLY DRIVE SUITE 500  (Street) TULSA OK 74135  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MATRIX SERVICE CO [ MTRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Matrix Service</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/23/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 <sup>(1)</sup>	08/23/2019		F		547 <sup>(2)</sup>	D	\$19.42	41,364	D	
COMMON STOCK <sup>(1)</sup>	08/25/2019		F		463 <sup>(2)</sup>	D	\$19.42	40,901	D	
COMMON STOCK <sup>(1)</sup>	08/26/2019		A		4,376 <sup>(3)</sup>	A	\$0 <sup>(4)</sup>	45,277	D	
COMMON STOCK <sup>(1)</sup>	08/26/2019		F		1,950 <sup>(5)</sup>	D	\$19.04	43,327 <sup>(6)</sup>	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					

**Explanation of Responses:**

- MATRIX SERVICE COMPANY COMMON STOCK.
- RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR TIME-BASED GRANT.
- SHARES RECEIVED ON CONVERSION OF PERFORMANCE STOCK UNIT AWARD AS PREDETERMINED MARKET-BASED CRITERIA WAS MET.
- NOT APPLICABLE.
- PERFORMANCE STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR MARKET-BASED GRANT.
- INCLUDES 24,996 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.

**Remarks:**

Alan R. Updyke 08/27/2019  
 \*\* 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.