

[] Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
Rinehart, Bradley J.
10701 East Ute Street

Tulsa, OK 74116-1517
2. Issuer Name and Ticker or Trading Symbol
Matrix Service Company (MTRX)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
10/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)
SVP/M&R-Non-union
7. Individual or Joint/Group Filing (Check Applicable Line)
[X] Form filed by One Reporting Person
[] Form filed by More than One Reporting Person

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1) Title of Security	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired (A) or Disposed of (D) A or D Price Amount	5) Amount of Securities Beneficially Owned at End of Month	6) D or I	7) Nature of Indirect Beneficial Ownership
Common Stock				1,250	D	Direct

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V A	5) Number of Derivative Securities Acquired (A) or Disposed of (D) D	6) Date Exercisable and Expiration Date Exercisable Expiration
Incentive Stock Option (right to buy)	\$3.625				03/27/05
Incentive Stock Option (right to buy)	\$4.250				10/18/10
Incentive Stock Option (right to buy)	\$4.375				10/15/08
Incentive Stock Option (right to buy)	\$4.813				07/11/10
Incentive Stock Option (right to buy)	\$6.050				10/23/11
Incentive Stock Option (right to buy) (1)	\$7.400	10/22/02	A	5,000	(2) 10/22/12

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative Security	3) Trans- action Date	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Month	10) D or I	11) Nature of Indirect Beneficial Ownership
Incentive Stock Option (right to buy)		Common Stock	10,000	10,000	D	Direct
Incentive Stock Option (right to buy)		Common Stock	5,000	5,000	D	Direct
Incentive Stock Option (right to buy)		Common Stock	10,000	10,000	D	Direct
Incentive Stock Option (right to buy)		Common Stock	15,000	15,000	D	Direct
Incentive Stock Option (right to buy)		Common Stock	5,000	5,000	D	Direct
Incentive Stock Option (right to buy) (1)	10/22/02	Common Stock	5,000	5,000	D	Direct

Explanation of Responses:

- (1)
Matrix Service Company Common Stock
- (2)
The stock option becomes exercisable in five equal installments, commencing one year after date of grant.

