

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>PAYNE SHAWN P</u>			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) _____ President, Matrix Service	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/29/2024		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
15 EAST 5TH STREET SUITE 1100			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	(City)	(State)				
TULSA	OK	74103				

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	08/29/2024		M		4,077	A	(1)	64,294	D	
COMMON STOCK	08/29/2024		D		4,077	D	\$9.95	60,217	D	
COMMON STOCK	08/29/2024		F		1,604 ⁽²⁾	D	\$9.95	58,613	D	
COMMON STOCK	08/30/2024		M		1,513	A	(1)	60,126	D	
COMMON STOCK	08/30/2024		D		1,513	D	\$9.96	58,613	D	
COMMON STOCK	08/30/2024		F		595 ⁽²⁾	D	\$9.96	58,018	D	
COMMON STOCK	08/30/2024		M		2,817	A	(1)	60,835	D	
COMMON STOCK	08/30/2024		D		2,817	D	\$9.96	58,018	D	
COMMON STOCK	08/30/2024		F		1,108 ⁽²⁾	D	\$9.96	56,910	D	
COMMON STOCK	08/30/2024		A		3,421 ⁽³⁾	A	\$0	60,331	D	
COMMON STOCK	08/30/2024		F		1,346 ⁽⁴⁾	D	\$9.96	58,985	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						Title
RESTRICTED STOCK UNITS	(1)	08/29/2024		M			4,077	08/29/2024 ⁽⁵⁾	08/29/2027	COMMON STOCK	4,077	\$0	12,231	D	
RESTRICTED STOCK UNITS	(1)	08/30/2024		M			1,513	08/30/2022 ⁽⁶⁾	08/30/2025	COMMON STOCK	1,513	\$0	1,513	D	
RESTRICTED STOCK UNITS	(1)	08/30/2024		M			2,817	08/30/2023 ⁽⁷⁾	08/30/2026	COMMON STOCK	2,817	\$0	5,634	D	

Explanation of Responses:

- EACH RESTRICTED STOCK UNIT IS THE ECONOMIC EQUIVALENT OF ONE SHARE OF MATRIX SERVICE COMPANY COMMON STOCK. ALL RESTRICTED STOCK UNITS ARE SETTLED SOLELY IN CASH WHEN VESTED.
- SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR STOCK-SETTLED RESTRICTED STOCK UNITS.
- SHARES RECEIVED ON CONVERSION OF PERFORMANCE STOCK UNIT AWARD AS PREDETERMINED MARKET-BASED CRITERIA WAS MET.
- SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR STOCK-SETTLED PERFORMANCE STOCK UNITS.
- FOR THIS SERVICE-BASED AWARD OF CASH-SETTLED RESTRICTED STOCK UNITS, 25% WILL VEST EACH YEAR FROM AUGUST 29, 2024 TO AUGUST 29, 2027.
- FOR THIS SERVICE-BASED AWARD OF CASH-SETTLED RESTRICTED STOCK UNITS, 25% WILL VEST EACH YEAR FROM AUGUST 30, 2022 TO AUGUST 30, 2025.
- FOR THIS SERVICE-BASED AWARD OF CASH-SETTLED RESTRICTED STOCK UNITS, 25% WILL VEST EACH YEAR FROM AUGUST 30, 2023 TO AUGUST 30, 2026.

Remarks:

Shawn P. Payne

09/03/2024

** 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.