FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person* AUSTIN NANCY E						2. Issuer Name and Ticker or Trading Symbol MATRIX SERVICE CO [MTRX]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
AU311	NINAINC	<u> 1 E</u>			1					_	-					Direc	ctor	10%	Owner		
						2. Data of Forlings Transportion (Month/Dov/Mon)									X	Offic belov	er (give title w)	Othe belo	r (specify v)		
(Last)	(Fir	Si) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 08/27/2015											VP Humai	n Resources			
5100 EAST SKELLY DRIVE					00/	00/2//2015											, 1 11dillid	ricoources			
SUITE 700																					
SUITE /00							4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
					. 4. "	4. II Amendment, Date of Original Filed (Month/Day/Year)									Line)						
(Street) TULSA	Oł	5	74135												X Form filed by One Reporting Person						
L	Oi	,	4133													Form filed by More than One Reporting					
, a																Pers	on				
(City)	(St	ate) (Zip)																		
		Tabl	e I - Noi	n-Deriv	ative	Se	curitie	s Acq	uired,	Dis	posed o	f, o	r Ben	efici	ally (Owne	ed				
1. Title of S	Security (Inst	r. 3)		2. Transa	action					3. 4. Securities Acquired (A)								6. Ownership	7. Nature		
				Date (Month/D	Dav/Yea	Execution				Transaction Dispose Code (Instr. 5)		Of (I	D) (Instr.	. 3, 4 a	and Securi			Form: Direct (D) or Indirect	of Indirect Beneficial		
				(Juyrrec	(Month/Day/Yea		ay/Year)			"	9)			Owne		d Following	(I) (Instr. 4)	Ownership		
								Code	v	Amount	(A) or Dri		Price	Repor		tea action(s)		(Instr. 4)			
										Ľ	Amount		(D)) Price		(Instr. 3 and 4)					
COMMON STOCK ⁽¹⁾ 08/27/									F		296(2)		D	D \$18.7		73 24,370 ⁽³⁾		D			
		Ta	hla II - I	Derivet	ive S	۵۲۱۱	rities	Δοαιιί	red D	ienc	sed of,	or F	Ronofi	الدنما	v Ov	hanv					
		16									onvertib				y Ov	viicu					
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deem		4. Transaction				6. Date Exercise Expiration Date			7. Title and			8. Price of		9. Number o	f 10. Ownership	11. Nature of Indirect		
Security	or Exercise	Date (Month/Day/Year)	Execution D	Date,	Code ((Month/D			Amount of Securities			Derivative Security		derivative Securities	Form:	Beneficial		
(Instr. 3) Price of (Month/Day)					8) `			Securities		Underly					(Inst	r. 5)	Beneficially	Direct (D)	Ownership		
Derivative							Acquired (A) or		Derivati Security				ative rity (Instr. 3			Owned Following	or Indirect (I) (Instr. 4				
Geodifity					1		Disposed						and 4)		1		Reported	1			
							of (D) (Instr. 3, 4										Transaction(s) (Instr. 4)	(s)			
							and 5)										(11301. 4)				
						П			Δm	ount											
												or									
								Date	- [.	Expiration		Nur	mber								
]]]				Code	v	(A)		Exercisa		Date	Title		ares								

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 11,905 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.

Remarks:

Nancy E. Austin

08/28/2015

** 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.