FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIAL	_ OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burde	en
l	hours per response:	0.5

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

OF	rst) (Y DRIVE, SUIT	74135		12/02/	/2010	0		action (Mo	nth/E	Day/Year)			X	Office below	er (give title		(specify
ST SKELLY OF	Y DRIVE, SUIT	E 700		12/02/	/2010	0		iction (ivic	11111/L	Jay/ (ear)				belov	v)	below)
				4. If An	nendm	nent, E	Doto of			3. Date of Earliest Transaction (Month/Day/Year) 12/02/2010						below)	
						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable ine)			
(St	ate) (Zip)												Form filed by One Reporting Person Form filed by More than One Reporting			
														reis	OII		
	Tabl	e I - Non-I	Derivat	tive S	ecur	rities	s Acq	uired, l	Disp	osed o	f, or E	Benefi	cially	Owne	ed		
Date			Date	Execution Date, Day/Year) if any		Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr. 5)			4 and Secur Benef Owne		rities Fricially (I	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership				
								Code	٧	Amount	mount (A) o		rice	Transaction(s) (Instr. 3 and 4)			(Instr. 4)
COMMON STOCK ⁽¹⁾			12/02/2	/2010			A		4,800 ⁽²⁾ A		A	\$0 ⁽³⁾	17,900 ⁽⁴⁾		D		
	Та													wned			
ivative Conversion Date Executi urity or Exercise (Month/Day/Year) if any		if any	ate, Tr	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		tive ties red sed 3, 4	Expiration Date (Month/Day/Year) Date Expiration			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Amount or Number of		Deri Seci (Inst		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
14 ()	2. Conversion or Exercise Price of Operivative	Curity (Instr. 3) Ta 2. Conversion or Exercise Price of Derivative Ta	Curity (Instr. 3) Table II - De (e. Conversion or Exercise Price of Derivative Table II - De (e. 3. Transaction Date (Month/Day/Year) Fixed Price of Derivative	Table I - Non-Deriva 2. Transact Date (Month/Da 2. Transact Date (Month/Da 2. Transact Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Transaction or Exercise (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative S curity (Instr. 3) 2. Transaction Date (Month/Day/Year) 12/02/2010 Table II - Derivative Sec (e.g., puts, call 2. Conversion Date (Month/Day/Year) 2. Conversion Date (Month/Day/Year) Price of Derivative Operivative 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Table II - Derivative Securiti (e.g., puts, calls, w 2. Conversion Date (Month/Day/Year) 2. Transaction Date Execution Date if any (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	Table I - Non-Derivative Securities 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 12/02/2010 Table II - Derivative Securities A (e.g., puts, calls, warra 2. Conversion Date (Month/Day/Year) 2. Conversion Date (Month/Day/Year) 3. Transaction Date Execution Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative Securities Acquing (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 12/02/2010 Table II - Derivative Securities Acquing (e.g., puts, calls, warrants, conversion Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative Securities Acquired, I Curity (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (I any (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Table II - Derivative Securities Acquired, Disconversion Date (e.g., puts, calls, warrants, options 2. Conversion Date (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) 2. Code (I str. 2) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 3) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Date	Table I - Non-Derivative Securities Acquired, Disport (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 12/02/2010 Table II - Derivative Securities Acquired, Disport (e.g., puts, calls, warrants, options, color (Month/Day/Year) 3. Transaction Code (Instr. 8) Code V 3. Transaction Date (e.g., puts, calls, warrants, options, color Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Transaction of Derivative Securities Acquired (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) Code (Instr. 8) Date Exercise Expiration Date (Month/Day/Year) Date Date Date Date Date Date Date Date	Table I - Non-Derivative Securities Acquired, Disposed of Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe (Month/Day/Year) 3. Transaction Date (month/Day/Year) 5. Number of Darivative Securities Acquired (Month/Day/Year) 6. Date Exercisable and Experimental Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable Exerci	Table I - Non-Derivative Securities Acquired, Disposed of, or Ecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 12/02/2010 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Disposed Of (D) (D) (Disposed Of (D)	Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Execution Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (if any (Month/Day/Year) 2. Transaction Code (Instr. 8) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities (month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 3. Transaction Date (month/Day/Year) 5. Number of Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities (Month/Day/Year) 2. Disposed of (D) (Instr. 3, 4 and 5) 4. Date (Month/Day/Year) 5. Number of Derivative Securities (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities (Month/Day/Y	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 12/02/2010 12/02/2010 2. Transaction Date, if any (Month/Day/Year) 12/02/2010 A 4,800(2) A \$0(3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Over (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (II - Derivative Securities Acquired, Disposed of, or Beneficially Over (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (II - Derivative Securities Acquired (A) or (Disposed of, or Beneficially Over (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (II - Derivative Securities Acquired (A) or Date (Month/Day/Year) 3. Transaction Date (By Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Derivative Securities (Inst Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount of Securities Acquired (A) or Date (Inst And A) Amount of Securities Acquired (A) or Date (Inst And A) Amount or Number of Date (Inst And A) Amount or Number of Securities Acquired (A) or Date (Inst And A) Amount or Number of Date (Inst And A) Amount or Number of Securities Acquired (A) or Date (Inst And A)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (P. J. (A) or (D) Price (Instr. 3) 4. Securities Acquired (A) or (D) Price (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (P. J. (B) Owned (Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Curity (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction (B) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Date (Month/Day/Year) 6. Date Exercisable and Amount of Securities Securities Securities One Date (Month/Day/Year) 8. Price of Derivative Securities One Date (Month/Day/Year) 9. Number of Derivative Securities One Date (Month/Day/Year) 1. Transaction Date (Month/Day/Year) 1. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Derivative Securities Date (Month/Day/Year) 6. Date Exercisable and Transaction (Instr. 5) 9. Number of Derivative Securities Deneficially Owned Following Reported Transaction (Instr. 4) 1. Amount of Derivative Securities Date (Month/Day/Year) 1. Transaction Date (Month/Day/Year) 1. Transaction Date (Month/Day/Year) 2. Date Exercisable and Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Date (Month/Day/Year) 6. Date Exercisable and Date (Month/Day/Year) 8. Price of Derivative Securities Date (Month/Day/Year) 9. Number of Date (Month/Day/Year) 1. Date Expiration Date (Month/Day/Year) 1. Date Expiration Date (Month/Day/Year) 1. Date Expiration Date (Month/Day/Year) 1. Date Date Date	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Curity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Mon

Explanation of Responses:

- 1. MATRIX SERVICE COMPANY COMMON STOCK.
- 2. RESTRICTED STOCK UNIT, EACH UNIT WILL ENTITLE THE REPORTING PERSON TO ONE SHARE OF MATRIX SERVICE COMPANY COMMON STOCK IF AND WHEN THE CONDITIONS OF THE RESTRICTION HAVE BEEN SATISFIED. FOR THIS GRANT, 100% WILL VEST ON THE THIRD ANNIVERSARY DATE.
- 4. INCLUDES 9,400 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.

Tom E. Maxwell 12/06/2010

** 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.