

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>SHEETS JUSTIN D</u><br><br>(Last) (First) (Middle)<br>5100 EAST SKELLY DRIVE<br>SUITE 100<br><br>(Street)<br>TULSA OK 74135<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MATRIX SERVICE CO [ MTRX ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>VP & General Counsel |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/14/2021                   |   |
|  | 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>     | 05/14/2021                           |  | M <sup>(2)</sup>               |   | 2,000  | A   | \$10.19                  | 45,177                | D   |  |   |
| COMMON STOCK <sup>(1)</sup>     | 05/14/2021                           |  | S <sup>(2)</sup>               |   | 2,000  | D   | \$12.4573 <sup>(3)</sup> | 43,177 <sup>(4)</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 |   |  |  |   |  |
| INCENTIVE STOCK OPTION (RIGHT TO BUY) <sup>(1)</sup> | \$10.19  | 05/14/2021                           |  | M <sup>(2)</sup>               |   |  | 2,000 | 11/17/2014 <sup>(5)</sup>                                | 11/17/2021      | COMMON STOCK <sup>(1)</sup>   | 2,000                                      | (6)  | 0   | D  |

**Explanation of Responses:**

- MATRIX SERVICE COMPANY COMMON STOCK.
- OPTIONS WERE EXERCISED DUE TO UPCOMING EXPIRATION DATE COMBINED WITH LIMITED TRADING WINDOWS.
- THE PRICE REPORTED IS AN EXACT PRICE.
- INCLUDES 25,648 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- THE STOCK OPTION BECAME 100% EXERCISABLE ON THE THIRD ANNIVERSARY DATE OF THE GRANT.
- NOT APPLICABLE.

**Remarks:**

Justin D. Sheets 05/18/2021  
 \*\* 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.