

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>ROGERS GLEN</b>			2. Issuer Name and Ticker or Trading Symbol <b>MATRIX SERVICE CO [ MTRX ]</b>			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) <b>SVP Tech/Support Services</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/09/2004</b>			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		
10701 E UTE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<b>TULSA</b>	<b>OK</b>	<b>74116-1517</b>					
(City)	(State)	(Zip)						

**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>	01/09/2004		M		16,172	A	\$2.4065	16,172	D	
Common Stock <sup>(1)</sup>	01/09/2004		S		16,172	D	\$16.25	0	D	
Common Stock <sup>(1)</sup>	01/09/2004		M		2,700	A	\$2.1875	2,700	D	
Common Stock <sup>(1)</sup>	01/09/2004		S		2,700	D	\$16.27	0	D	
Common Stock <sup>(1)</sup>	01/09/2004		M		420	A	\$2.1875	420	D	
Common Stock <sup>(1)</sup>	01/09/2004		S		420	D	\$16.26	0	D	
Common Stock <sup>(1)</sup>	01/09/2004		M		500	A	\$2.1875	500	D	
Common Stock <sup>(1)</sup>	01/09/2004		S		500	D	\$16.255	0	D	
Common Stock <sup>(1)</sup>	01/09/2004		M		4,178	A	\$2.1875	4,178	D	
Common Stock <sup>(1)</sup>	01/09/2004		S		4,178	D	\$16.25	0	D	
Common Stock <sup>(1)</sup>	01/12/2004		M		400	A	\$2.125	400	D	
Common Stock <sup>(1)</sup>	01/12/2004		S		400	D	\$16.25	0	D	
Common Stock <sup>(1)</sup>	01/12/2004		M		600	A	\$2.125	600	D	
Common Stock <sup>(1)</sup>	01/12/2004		S		600	D	\$16.27	0	D	
Common Stock <sup>(1)</sup>	01/12/2004		M		2,467	A	\$2.125	2,467	D	
Common Stock <sup>(1)</sup>	01/12/2004		S		2,467	D	\$16.28	0	D	
Common Stock <sup>(1)</sup>	01/12/2004		M		1,233	A	\$2.125	1,233	D	
Common Stock <sup>(1)</sup>	01/12/2004		S		1,233	D	\$16.3	0	D	
Common Stock <sup>(1)</sup>	01/12/2004		M		1,300	A	\$2.125	1,300	D	
Common Stock <sup>(1)</sup>	01/12/2004		S		1,300	D	\$16.31	0	D	
Common Stock <sup>(1)</sup>	01/12/2004		M		1,828	A	\$2.4065	1,828	D	
Common Stock <sup>(1)</sup>	01/12/2004		S		1,828	D	\$16.28	0	D	
Common Stock <sup>(1)</sup>	01/12/2004		M		4,000	A	\$3.025	4,000	D	
Common Stock <sup>(1)</sup>	01/12/2004		S		4,000	D	\$16.28	0	D	
Common Stock <sup>(1)</sup>	01/12/2004		M		2,000	A	\$3.7	2,000	D	
Common Stock <sup>(1)</sup>	01/12/2004		S		2,000	D	\$16.25	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table 1. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Shares of 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)	
						(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$2.125	01/12/2004		M			400	(4)	10/18/2010	Common Stock <sup>(1)</sup>	400	\$16.25	72,398	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$2.125	01/12/2004		M			600	(4)	10/18/2010	Common Stock <sup>(1)</sup>	600	\$16.27	71,798	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$2.125	01/12/2004		M			2,467	(4)	10/18/2010	Common Stock <sup>(1)</sup>	2,467	\$16.28	69,331	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$2.125	01/12/2004		M			1,233	(4)	10/18/2010	Common Stock <sup>(1)</sup>	1,233	\$16.3	68,098	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$2.125	01/12/2004		M			1,300	(4)	10/18/2010	Common Stock <sup>(1)</sup>	1,300	\$16.31	66,798	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$2.1875	01/09/2004		M			2,700	(2)	10/15/2008	Common Stock <sup>(1)</sup>	2,700	\$16.27	64,098	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$2.1875	01/09/2004		M			420	(2)	10/15/2008	Common Stock <sup>(1)</sup>	420	\$16.26	63,678	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$2.1875	01/09/2004		M			500	(2)	10/15/2008	Common Stock <sup>(1)</sup>	500	\$16.255	63,178	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$2.1875	01/09/2004		M			4,178	(2)	10/15/2008	Common Stock <sup>(1)</sup>	4,178	\$16.25	59,000	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$2.4065	01/09/2004		M			16,172	(3)	07/11/2010	Common Stock <sup>(1)</sup>	16,172	\$16.25	42,828	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$2.4065	01/12/2004		M			1,828	(3)	07/11/2010	Common Stock <sup>(1)</sup>	1,828	\$16.28	41,000	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$3.025	01/12/2004		M			4,000	(5)	10/23/2011	Common Stock <sup>(1)</sup>	4,000	\$16.28	37,000	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$3.7	01/12/2004		M			2,000	(6)	10/22/2012	Common Stock <sup>(1)</sup>	2,000	\$16.25	35,000	D	

**Explanation of Responses:**

1. Matrix Service Company Common Stock
2. The stock option becomes exercisable in five equal annual installments, commencing one year after date of grant, which was October 15, 1998.
3. The stock option becomes exercisable in five equal annual installments, commencing one year after date of grant, which was July 11, 2000.
4. The stock option becomes exercisable in five equal annual installments, commencing one year after date of grant, which was October 18, 2000.
5. The stock option becomes exercisable in five equal annual installments, commencing one year after date of grant, which was October 23, 2001.

6. The stock option becomes exercisable in five equal annual installments, commencing one year after date of grant, which was October 22, 2002.

Glen W. Rogers

01/13/2004

\*\* 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.

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