

**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

|  |                       |          |  |  |  |  |  |  |
|--|-----------------------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>LONG ROBERT A</b> |                       |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>MATRIX SERVICE CO [ MTRX ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>VP Gulf Coast Business Unit</b> |  |  |
| (Last)   | (First)               | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/26/2011</b>            |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |
| <b>5100 EAST SKELLY DRIVE, SUITE 700</b>                         |                       |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         |  |  |  |  |  |
| (Street)   | <b>TULSA OK 74135</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>     | 08/26/2011                           |  | A                              |   | 7,650 <sup>(2)</sup>  | A          | \$0 <sup>(3)</sup> | 46,559  | D  |   |
| COMMON STOCK <sup>(1)</sup>     | 08/26/2011                           |  | A                              |   | 2,500 <sup>(4)</sup>  | A          | \$0 <sup>(3)</sup> | 49,059  | D  |   |
| COMMON STOCK <sup>(1)</sup>     | 08/26/2011                           |  | F                              |   | 7,927 <sup>(5)</sup>  | D          | \$9.88             | 41,132  | D  |   |
| COMMON STOCK <sup>(1)</sup>     | 08/26/2011                           |  | F                              |   | 2,023 <sup>(6)</sup>  | D          | \$9.88             | 39,109  | D  |   |
| COMMON STOCK <sup>(1)</sup>     | 08/26/2011                           |  | F                              |   | 661 <sup>(7)</sup>  | D          | \$9.88             | 38,448 <sup>(8)</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 |   |  |  |   |  |

**Explanation of Responses:**

- MATRIX SERVICE COMPANY COMMON STOCK.
- RELEASE OF RESTRICTED STOCK UNIT AWARD FOR PERFORMANCE-BASED GRANTS DUE TO RETIREMENT EFFECTIVE AUGUST 26, 2011.
- NOT APPLICABLE.
- RELEASE OF RESTRICTED STOCK UNIT AWARD FOR MARKET-BASED GRANT DUE TO RETIREMENT EFFECTIVE AUGUST 26, 2011.
- RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE FOR TIME-BASED GRANTS. ALL REMAINING RESTRICTED SHARES VESTED DUE TO RETIREMENT EFFECTIVE AUGUST 26, 2011.
- RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE FOR PERFORMANCE-BASED GRANTS. THE RESTRICTED SHARES VESTED DUE TO RETIREMENT EFFECTIVE AUGUST 26, 2011.
- RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE FOR MARKET-BASED GRANT. THE RESTRICTED SHARES VESTED DUE TO RETIREMENT EFFECTIVE AUGUST 26, 2011.
- ALL 38,448 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.

Robert A. Long

08/30/2011

\*\* 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.