

FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
Hendrix, I. Edgar
5512 East 104th Street

Tulsa, OK 74137
2. Issuer Name and Ticker or Trading Symbol
Matrix Service Company (MTRX)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
10/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1) Title of Security	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired(A) or Disposed of (D) Amount	5) Amount of Securities Acquired(A) or Disposed of (D) Price	6) Amount of Securities Beneficially Owned at End of Month	7) Nature of Indirect Beneficial Ownership D or I
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Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D	6) Date Exercisable and Expiration Date Exercisable Expiration
Non-Qualified Stock Option (right to buy)	\$5.000				10/30/10
Non-Qualified Stock Option (right to buy)	\$6.050				10/23/11
Non-Qualified Stock Option (right to buy) (1)	\$7.400	10/22/02	A	5,000	(2) 10/22/12

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative Security	3) Trans- action Date	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Month	10) Nature of Indirect Beneficial Ownership D or I	11) Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to buy)		Common Stock	5,000	5,000	D	Direct
Non-Qualified Stock Option (right to buy)		Common Stock	5,000	5,000	D	Direct
Non-Qualified Stock Option (right to buy) (1)	10/22/02	Common Stock	5,000	5,000	D	Direct

Explanation of Responses:

- (1)
Matrix Service Company Common Stock
- (2)
The stock option becomes exercisable in two equal installments, commencing one year after date of grant.

SIGNATURE OF REPORTING PERSON
/S/ Hendrix, I. Edgar
DATE 10/23/02