FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden 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

1. Name and Address of Reporting Person*  VETAL BRADLEY SCOTT						MATRIX SERVICE CO [ MTRX ]								S. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner					
(Last) (First) (Middle) 10701 EAST UTE STREET						3. Date of Earliest Transaction (Month/Day/Year) 11/24/2003								X Officer (give title Other (specify below)  President/CEO				specify	
(Street) TULSA OK 74116-1517 (City) (State) (Zip)					4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable ne)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)				n Doni	rotive		i	tion An	i.e.ad	Die		f or Do	noficial	lu Ourana					
Table I - Non-Deriv  1. Title of Security (Instr. 3)  2. Trans Date (Month/l				action 2A Ex Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3,		d (A) or	5. Amou Securiti Benefici Owned I Reporte Transac	int of es ially Following d tion(s)	Form (D) or	vnership I: Direct r Indirect Istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock <sup>(1)</sup>				11/24/2003		3			M		40,000	(D)	\$2.81	(Instr. 3	,636		D		
Common Stock <sup>(1)</sup>				11/24/2003		_			M		50,000	A	\$2.18	_	9,636		D		
Common Stock <sup>(1)</sup>				11/24/2003		_			S		50,000	D	\$15.32	_	,636		D		
Common Stock <sup>(1)</sup>				11/24/2003		3			M		16,000	A	\$2.18	8 95	,636		D		
Common Stock <sup>(1)</sup>				11/24/2003		3			S		16,000	D	\$15.32	21 79	,636		D		
Common Stock <sup>(1)</sup>				11/24/2003		3			М		4,000	A	\$2.18	8 83	83,636		D		
Common Stock <sup>(1)</sup>				11/24	11/24/2003				S		4,000	D	\$16.0	1 79	79,636		D		
Common Stock <sup>(1)</sup> 11/24/				1/2003	2003		M		54,000	A	\$1.89	1 133	133,636		D				
Common Stock <sup>(1)</sup> 11/24/2				1/2003	2003		S		54,000	D	\$16.0	1 79	79,636		D				
		-	Table II -								osed of,			Owned					
		3. Transaction Date (Month/Day/Year)			4. Transaction Code (Inst		on of E		Ontio	ne 1	nnvertih								
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date	3A. Deem Execution if any (Month/Da	ed Date,	4. Transa Code (I	ction	5. N of Deri Sec Acq (A) o Disp of (I	umber vative urities uired or oosed O) (Instr.	•	xercis n Dat	sable and e ar)	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	d Amount ies g Security	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution if any	ed Date, ay/Year)	4. Transa Code (I 8)	ction	5. N of Deri Sec Acq (A) o Disp of (I	umber vative urities uired or oosed O) (Instr.	6. Date E	xercis n Dat ay/Ye	eable and e ar)	7. Title an of Securit Underlyin Derivative	d Amount ies g Security	Derivative Security	derivative Securities Beneficia Owned Following Reported Transacti	e s illy	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution if any	ed Date, ay/Year)	4. Transa Code (I 8)	ction Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber ivative urities uired or oosed O) (Instr. and 5)	6. Date E Expiratio (Month/D	xercis n Dat ay/Ye	eable and e ar)	7. Title an of Securit Underlyin Derivative (Instr. 3 an	d Amount ies g Security nd 4)  Amount or Number of	Derivative Security	derivative Securities Beneficia Owned Following Reported Transacti	e s illy	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security (Instr. 3)  Incentive Stock Option (right to	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution if any	ed Date, ay/Year)	4. Transa Code (I 8)	ction Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or oosed o) (Instr. and 5)	6. Date E Expiration (Month/D	xercis n Dat ay/Ye	Expiration	7. Title an of Securit Underlyin Derivative (Instr. 3 an	d Amount ies g Security nd 4)  Amount or Number of Shares	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s illy	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
Incentive Stock Option (right to buy)(1) Incentive Stock Option (right to buy)(1) Incentive Stock Option (right to buy)(1)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution if any	ed Date, ay/Year)	4. Transac Code (I 8)	ction Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or coosed o) (Instr. and 5)	Date Expiratio (Month/D	xercis n Datu aay/Ye	Expiration Date	7. Title an of Securit Underlyin Derivative (Instr. 3 an Title Common Stock (1)	Amount or Number of Shares	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s illy	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
Incentive Stock Option (right to buy)(1) Incentive Stock Option (right to	Conversion or Exercise Price of Derivative Security \$2.188	Date (Month/Day/Year)  11/24/2003	Execution if any	ed Date, ay/Year)	4. Transac Code (I	ction Instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	wative urities uired or oosed or oosed of the control of the contr	Date Expiratio (Month/D	xercisis n Data n Data ay/Ye	Expiration Date  10/15/2008	7. Title an of Securit Underlyin Derivative (Instr. 3 and Title  Common Stock (1)  Common Common Stock (1)	d Amount ies g Security nd 4)  Amount or Number of Shares  50,000	\$15.321	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s illy	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	

1. Matrix Service Company Common Stock

- $2. \ The \ stock \ option \ becomes \ exercisable \ in \ five \ equal \ installments, \ commencing \ one \ year \ after \ date \ of \ grant.$
- 3. Not applicable

Ken Wilson

11/26/2003

\*\* Signature of Reporting Person

Doto

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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