

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	
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1. Name and Address of Reporting Person* <u>RYAN JAMES P</u> (Last) (First) (Middle) 5045 SUNRISE BEACH ROAD NW (Street) OLYMPIA WA 98502 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MATRIX SERVICE CO [MTRX]</u>	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) COO
	3. Date of Earliest Transaction (Month/Day/Year) 08/30/2004	
		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

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 ⁽¹⁾	08/30/2004		M		20,000	A	\$2.594	20,000	D	
Common Stock ⁽¹⁾	08/30/2004		M		6,000	A	\$2.125	26,000	D	
Common Stock ⁽¹⁾	08/30/2004		M		4,000	A	\$3.025	30,000	D	
Common Stock ⁽¹⁾	08/30/2004		M		2,000	A	\$3.7	32,000	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						Title
Incentive Stock Option (right to buy) ⁽¹⁾	\$2.125	08/30/2004		M			6,000	(2)	10/18/2010	Common Stock ⁽¹⁾	6,000	(6)	59,000	D	
Incentive Stock Option (right to buy) ⁽¹⁾	\$2.594	08/30/2004		M			20,000	(3)	02/15/2010	Common Stock ⁽¹⁾	20,000	(6)	39,000	D	
Incentive Stock Option (right to buy) ⁽¹⁾	\$3.025	08/30/2004		M			4,000	(4)	10/23/2011	Common Stock ⁽¹⁾	4,000	(6)	35,000	D	
Incentive Stock Option (right to buy) ⁽¹⁾	\$3.7	08/30/2004		M			2,000	(5)	10/22/2012	Common Stock ⁽¹⁾	2,000	(6)	33,000	D	

Explanation of Responses:

- Matrix Service Company Common Stock
- The stock option becomes exercisable in five equal annual installments, commencing one year after the date of the grant, which was October 18, 2000.
- The stock option becomes exercisable in five equal annual installments, commencing one year after the date of the grant, which was February 15, 2000.
- The stock option becomes exercisable in five equal annual installments, commencing one year after the date of the grant, which was October 23, 2001.
- The stock option becomes exercisable in five equal annual installments, commencing one year after the date of the grant, which was October 22, 2002.
- Not applicable

James P. Ryan

08/31/2004

** 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.

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.

