

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)  
Hall, Michael J.  
10701 East Ute Street  
  
Tulsa, OK 74116-1517
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)  
[X] Director [ ] 10% Owner  
[X] Officer (give title below) [ ] Other (specify below)  
SVP Finance/CF0
7. Individual or Joint/Group Filing (Check Applicable Line)  
[X] 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) Transaction Date (Month/Day/Year) | 3) Transaction Code | 4) Securities Acquired or Disposed of (A) or (D) Amount | 5) Amount of Securities Beneficially Owned at End of Month | 6) D or I | 7) Nature of Indirect or Beneficial Ownership |
|----------------------|--------------------------------------|---------------------|---|--|-----------|---|
| Common Stock         |                                      |                     |   | 113,772  | I         | by Trust                                      |

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) Transaction Date | 4) Transaction Code | 5) Number of Derivative Securities Acquired (A) or Disposed of (D) | 6) Date Exercisable and Expiration Date | Exercisable | Expiration |
|---|--|---------------------|---------------------|--|---|-------------|------------|
| Incentive Stock Option (right to buy)     | \$3.781  |                     |                     |  |   |             | 04/21/09   |
| Incentive Stock Option (right to buy)     | \$4.250  |                     |                     |  |   |             | 10/18/10   |
| Incentive Stock Option (right to buy)     | \$6.050  |                     |                     |  |   |             | 10/23/11   |
| Incentive Stock Option (right to buy) (1) | \$7.400  | 10/22/02            | A                   | 20,000   | (2)                                     |             | 10/22/12   |
| Non-Qualified Stock Option (right to buy) | \$3.781  |                     |                     |  |   |             | 04/21/09   |
| Non-Qualified Stock Option (right to buy) | \$4.250  |                     |                     |  |   |             | 10/18/10   |

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) Transaction Date | 7) Title and Amount of Underlying Securities | 8) Price of Derivative Security | 9) Number of Derivative Securities Beneficially Owned at End of Month | 10) D or I | 11) Nature of Indirect or Beneficial Ownership |
|---|---------------------|--|---------------------------------|---|------------|--|
| -   |                     | Title  | Amount or Number of Shares      |   |            |  |
| Incentive Stock Option (right to buy)     |                     | Common Stock                                 | 12,000                          | 12,000  | D          | Direct   |
| Incentive Stock Option (right to buy)     |                     | Common Stock                                 | 16,000                          | 16,000  | D          | Direct   |
| Incentive Stock Option (right to buy)     |                     | Common Stock                                 | 20,000                          | 20,000  | D          | Direct   |
| Incentive Stock Option (right to buy) (1) | 10/22/02            | Common Stock                                 | 20,000                          | 20,000  | D          | Direct   |
| Non-Qualified Stock Option (right to buy) |                     | Common Stock                                 | 9,228                           | 9,228   | D          | Direct   |
| Non-Qualified Stock Option (right to buy) |                     | Common Stock                                 | 4,000                           | 4,000   | D          | Direct   |

Explanation of Responses:

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

SIGNATURE OF REPORTING PERSON  
/S/ Hall, Michael J.  
DATE 10/23/02

