

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* BRADLEY HUGH E			2. Issuer Name and Ticker or Trading Symbol MATRIX SERVICE CO [MTRX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/08/2006			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
1812 REDTALE HAWK			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	EDMOND	OK	73003						
(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 ⁽¹⁾	08/08/2006		M		600	A	\$2.0315	600	D	
Common Stock ⁽¹⁾	08/08/2006		S		600	D	\$12.27	0	D	
Common Stock ⁽¹⁾	08/08/2006		M		92	A	\$2.0315	92	D	
Common Stock ⁽¹⁾	08/08/2006		S		92	D	\$12.26	0	D	
Common Stock ⁽¹⁾	08/08/2006		M		3,799	A	\$2.0315	3,799	D	
Common Stock ⁽¹⁾	08/08/2006		S		3,799	D	\$12.25	0	D	
Common Stock ⁽¹⁾	08/09/2006		M		2,245	A	\$2.0315	2,245	D	
Common Stock ⁽¹⁾	08/09/2006		S		2,245	D	\$12.25	0	D	
Common Stock ⁽¹⁾	08/09/2006		M		276	A	\$2.0315	276	D	
Common Stock ⁽¹⁾	08/09/2006		S		276	D	\$12.09	0	D	
Common Stock ⁽¹⁾	08/09/2006		M		100	A	\$2.0315	100	D	
Common Stock ⁽¹⁾	08/09/2006		S		100	D	\$12.08	0	D	
Common Stock ⁽¹⁾	08/09/2006		M		1,100	A	\$2.0315	1,100	D	
Common Stock ⁽¹⁾	08/09/2006		S		1,100	D	\$12.07	0	D	
Common Stock ⁽¹⁾	08/09/2006		M		200	A	\$2.0315	200	D	
Common Stock ⁽¹⁾	08/09/2006		S		200	D	\$12.05	0	D	
Common Stock ⁽¹⁾	08/09/2006		M		200	A	\$2.0315	200	D	
Common Stock ⁽¹⁾	08/09/2006		S		200	D	\$12.04	0	D	
Common Stock ⁽¹⁾	08/09/2006		M		1,388	A	\$2.0315	1,388	D	
Common Stock ⁽¹⁾	08/09/2006		S		1,388	D	\$12.02	0	D	
Common Stock ⁽¹⁾	08/09/2006		M		10,000	A	\$2.0625	10,000	D	
Common Stock ⁽¹⁾	08/09/2006		S		10,000	D	\$12.02	0	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					

**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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$2.0315	08/08/2006		M			600	(2)	10/28/2008	Common Stock ⁽¹⁾	600	(3)	59,400	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$2.0315	08/08/2006		M			92	(2)	10/28/2008	Common Stock ⁽¹⁾	92	(3)	59,308	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$2.0315	08/08/2006		M			3,799	(2)	10/28/2008	Common Stock ⁽¹⁾	3,799	(3)	55,509	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$2.0315	08/09/2006		M			2,245	(2)	10/28/2008	Common Stock ⁽¹⁾	2,245	(3)	53,264	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$2.0315	08/09/2006		M			276	(2)	10/28/2008	Common Stock ⁽¹⁾	276	(3)	52,988	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$2.0315	08/09/2006		M			100	(2)	10/28/2008	Common Stock ⁽¹⁾	100	(3)	52,888	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$2.0315	08/09/2006		M			1,100	(2)	10/28/2008	Common Stock ⁽¹⁾	1,100	(3)	51,788	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$2.0315	08/09/2006		M			200	(2)	10/28/2008	Common Stock ⁽¹⁾	200	(3)	51,588	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$2.0315	08/09/2006		M			200	(2)	10/28/2008	Common Stock ⁽¹⁾	200	(3)	51,388	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$2.0315	08/09/2006		M			1,388	(2)	10/28/2008	Common Stock ⁽¹⁾	1,388	(3)	50,000	D	
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$2.0625	08/09/2006		M			10,000	(2)	10/27/2009	Common Stock ⁽¹⁾	10,000	(3)	40,000	D	

Explanation of Responses:

- Matrix Service Company Common Stock
- The stock options became exercisable in two equal annual installments, commencing one year after the dates of the grants.
- Not applicable

Hugh E. Bradley

08/10/2006

** 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.

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