

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Cavanah Kevin S</u> _____ (Last) (First) (Middle) <u>5100 EAST SKELLY DRIVE, SUITE 700</u> _____ (Street) <u>TULSA OK 74135</u> _____ (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) <u>VP Finance &amp; CFO</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2011</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		

**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			
<u>COMMON STOCK<sup>(1)</sup></u>	<u>11/17/2011</u>		<u>A</u>		<u>16,850<sup>(2)</sup></u>	<u>A</u>	<u>\$0<sup>(3)</sup></u>	<u>51,000<sup>(4)</sup></u>	<u>D</u>	

**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
<u>INCENTIVE STOCK OPTION (RIGHT TO BUY)<sup>(1)</sup></u>	<u>\$10.19</u>	<u>11/17/2011</u>		<u>A</u>		<u>9,813</u>		<u>(5)</u>	<u>11/17/2021</u>	<u>COMMON STOCK<sup>(1)</sup></u>	<u>9,813</u>	<u>(3)</u>	<u>9,813</u>	<u>D</u>	
<u>NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)<sup>(1)</sup></u>	<u>\$10.19</u>	<u>11/17/2011</u>		<u>A</u>		<u>7,037</u>		<u>(5)</u>	<u>11/17/2021</u>	<u>COMMON STOCK<sup>(1)</sup></u>	<u>7,037</u>	<u>(3)</u>	<u>7,037</u>	<u>D</u>	

**Explanation of Responses:**

- MATRIX SERVICE COMPANY COMMON STOCK.
- RESTRICTED STOCK UNIT, EACH UNIT WILL ENTITLE THE REPORTING PERSON TO ONE SHARE OF MATRIX SERVICE COMPANY COMMON STOCK IF AND WHEN THE CONDITIONS OF THE RESTRICTION HAVE BEEN SATISFIED. FOR THIS GRANT, 25% WILL VEST EACH YEAR FOR THE NEXT FOUR YEARS ON THE ANNIVERSARY DATES.
- NOT APPLICABLE.
- INCLUDES 4,520 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- THE STOCK OPTION BECOMES 100% EXERCISABLE ON THE THIRD ANNIVERSARY DATE OF THE GRANT.

Kevin S. Cavanah

11/21/2011

\*\* 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.