

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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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>PAYNE SHAWN P</u> (Last) (First) (Middle) <u>5100 EAST SKELLY DRIVE</u> <u>SUITE 100</u> (Street) <u>TULSA OK 74135</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/01/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>MATRIX SERVICE CO [MTRX]</u>	
		4. 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>President, Matrix Service</u>	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>COMMON STOCK⁽¹⁾</u>	<u>35,801⁽²⁾</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>RESTRICTED STOCK UNITS⁽³⁾</u>	<u>08/24/2021⁽⁴⁾</u>	<u>08/24/2024</u>	<u>COMMON STOCK⁽¹⁾</u>	<u>2,785</u>	<u>(5)</u>	<u>D</u>	
<u>RESTRICTED STOCK UNITS⁽³⁾</u>	<u>08/30/2022⁽⁶⁾</u>	<u>08/30/2025</u>	<u>COMMON STOCK⁽¹⁾</u>	<u>4,540</u>	<u>(5)</u>	<u>D</u>	
<u>RESTRICTED STOCK UNITS⁽³⁾</u>	<u>08/30/2023⁽⁷⁾</u>	<u>08/30/2026</u>	<u>COMMON STOCK⁽¹⁾</u>	<u>11,269</u>	<u>(5)</u>	<u>D</u>	

Explanation of Responses:

- MATRIX SERVICE COMPANY COMMON STOCK.
- INCLUDES 16,020 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT. THE REMAINING SHARES ARE RESTRICTED STOCK OWNED BUT NOT YET RELEASED DUE TO FUTURE VESTING REQUIREMENTS.
- EACH RESTRICTED STOCK UNIT IS THE ECONOMIC EQUIVALENT OF ONE SHARE OF MATRIX SERVICE COMPANY COMMON STOCK. ALL RESTRICTED STOCK UNITS ARE SETTLED SOLELY IN CASH WHEN VESTED.
- FOR THIS SERVICE-BASED AWARD OF CASH-SETTLED RESTRICTED STOCK UNITS THAT WAS GRANTED ON AUGUST 24, 2020, 25% WILL VEST EACH YEAR FROM AUGUST 24, 2021 TO AUGUST 24, 2024.
- NOT APPLICABLE.
- FOR THIS SERVICE-BASED AWARD OF CASH-SETTLED RESTRICTED STOCK UNITS THAT WAS GRANTED ON AUGUST 30, 2021, 25% WILL VEST EACH YEAR FROM AUGUST 30, 2022 TO AUGUST 30, 2025.
- FOR THIS SERVICE-BASED AWARD OF CASH-SETTLED RESTRICTED STOCK UNITS THAT WAS GRANTED ON AUGUST 30, 2022, 25% WILL VEST EACH YEAR FROM AUGUST 30, 2023 TO AUGUST 30, 2026.

Remarks:

Shawn P. Payne09/07/2022

** 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 5 (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.

