

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>SULLIVAN WILLIAM R</u> (Last) (First) (Middle) <u>500 WEST COLLINS AVENUE</u> (Street) <u>ORANGE CA 92867-5510</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/01/2008</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>VP WESTERN BUS UNIT MSI</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 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>20,149⁽³⁾</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				
<u>INCENTIVE STOCK OPTION (RIGHT TO BUY)⁽¹⁾</u>	<u>(2)</u>	<u>10/18/2010</u>	<u>COMMON STOCK⁽¹⁾</u> 5,000	<u>2.125</u>	<u>D</u>	
<u>INCENTIVE STOCK OPTION (RIGHT TO BUY)⁽¹⁾</u>	<u>(2)</u>	<u>10/23/2011</u>	<u>COMMON STOCK⁽¹⁾</u> 5,000	<u>3.025</u>	<u>D</u>	
<u>INCENTIVE STOCK OPTION (RIGHT TO BUY)⁽¹⁾</u>	<u>(2)</u>	<u>10/22/2012</u>	<u>COMMON STOCK⁽¹⁾</u> 5,000	<u>3.7</u>	<u>D</u>	
<u>INCENTIVE STOCK OPTION (RIGHT TO BUY)⁽¹⁾</u>	<u>(2)</u>	<u>10/21/2013</u>	<u>COMMON STOCK⁽¹⁾</u> 17,000	<u>12.195</u>	<u>D</u>	
<u>INCENTIVE STOCK OPTION (RIGHT TO BUY)⁽¹⁾</u>	<u>(2)</u>	<u>10/26/2014</u>	<u>COMMON STOCK⁽¹⁾</u> 5,000	<u>4.6</u>	<u>D</u>	
<u>INCENTIVE STOCK OPTION (RIGHT TO BUY)⁽¹⁾</u>	<u>(2)</u>	<u>10/21/2015</u>	<u>COMMON STOCK⁽¹⁾</u> 5,000	<u>8.93</u>	<u>D</u>	

Explanation of Responses:

- MATRIX SERVICE COMPANY COMMON STOCK.
- THE INCENTIVE STOCK OPTION BECOMES EXERCISABLE IN FIVE EQUAL ANNUAL INSTALLMENTS, COMMENCING ONE YEAR AFTER THE DATE OF THE GRANT.
- INCLUDES SHARES OF RESTRICTED STOCK OWENED BUT NOT YET RELEASED.

WILLIAM R. SULLIVAN 10/21/2008
 ** 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.