
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) March 17, 2008

Matrix Service Company

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-15461

(Commission File Number)

73-1352174

(IRS Employer Identification No.)

10701 E. Ute Street Tulsa, Oklahoma

(Address of Principal Executive Offices)

74116

(Zip Code)

918-838-8822

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On March 17, 2008, Mr. George L. Austin notified Matrix Service Company (the {"Company"}), that he will resign as Vice President Finance, Chief Financial Officer and Chief Accounting Officer of the Company, effective March 31, 2008. A press release issued by the Company in connection with Mr. Austin's resignation is filed with this report as Exhibit 99.

(c) On March 18, 2008, the Company's Board of Directors appointed Kevin S. Cavanah as the Company's Chief Accounting Officer. Mr. Cavanah, age 42, has served as Vice President, Accounting and Financial Reporting for the Company since August 2007 and as Controller since April 2003. Prior to joining the Company, Mr. Cavanah served as an Accounting Manager for Williams Communications from 2001 to 2003 and as an Accounting Manager for The Williams Companies, Inc from 1998 to 2001. Prior to joining Williams, Mr. Cavanah served as an Audit Manager for Ernst & Young LLP. Mr. Cavanah has a Bachelor of Science in Business Administration Degree in Accounting from the University of Arkansas. He is a Certified Public Accountant and is a member of Financial Executives International.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are filed herewith:

99 Press Release issued by the Company on March 20, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Matrix Service Company

Dated: March 21, 2008

By: /s/ Michael J. Bradley

Michael J. Bradley
President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99	Press Release issued by the Company on March 20, 2008.



FOR IMMEDIATE RELEASE

MATRIX SERVICE ANNOUNCES RESIGNATION OF CFO

TULSA, OK – March 20, 2008 – Matrix Service Co. (Nasdaq: MTRX), a leading industrial services company, today announced the resignation of George L. Austin, effective March 31, 2008, as Vice President and Chief Financial Officer. Mr. Austin, who has served the Company since April 1999, will be departing to pursue other opportunities. A search to fill the CFO role is underway. Kevin Cavanah, the current Vice President of Accounting, has been appointed Principal Accounting Officer. Until a successor is named, Mr. Cavanah will also perform the CFO responsibilities.

“We greatly appreciate Les’ contributions to the growth of the business and wish him much success in the future,” said Michael J. Bradley, Chief Executive Officer of Matrix Service Company. “Les played a vital role in making Matrix the strong Company it is today with a solid foundation of established internal controls to facilitate future growth. The Board of Directors and the rest of the Matrix Service team wish to thank Les for his dedication and service to the Company.”

Mr. Bradley added, “The business environment for our core construction and maintenance services remains very strong, especially in the aboveground storage tank and downstream petroleum markets.”

About Matrix Service Company

Matrix Service Company provides general industrial construction and repair and maintenance services principally to the petroleum, petrochemical, power, bulk storage terminal, pipeline and industrial gas industries.

The Company is headquartered in Tulsa, Oklahoma, with regional operating facilities located in Oklahoma, Texas, California, Michigan, Pennsylvania, Illinois, Washington, and Delaware in the U.S. and Canada.

This release contains forward-looking statements that are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are generally accompanied by words such as “anticipate,” “continues,” “expect,” “forecast,” “outlook,” “believe,” “estimate,” “should” and “will” and words of similar effect that convey future meaning, concerning the Company’s operations, economic performance and management’s best judgment as to what may occur in the future. Future events involve risks and uncertainties that may cause actual results to differ materially from those we currently anticipate. The actual results for the current and future periods and other corporate developments will depend upon a number of economic, competitive and other influences, including those identified in the “Risk Factors” and “Forward Looking Statements” sections and elsewhere in the Company’s reports and filings made from time to time with the Securities and Exchange Commission. Many of these risks and uncertainties are beyond the control of the Company, any one of which, or a combination of which, could materially and adversely affect the results of the Company’s operations and its financial condition. We undertake no obligation to update information contained in this release.

For more information, please contact The Global Consulting Group:

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