

AUSTIN NANCY E

Form 4

March 11, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AUSTIN NANCY E

2. Issuer Name **and** Ticker or Trading
Symbol

MATRIX SERVICE CO [MTRX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5100 EAST SKELLY DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)

03/09/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP Human Resources

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

TULSA, OK 74135

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK ⁽¹⁾	03/09/2011		M	1,200 A	\$ 3.7 28,596	D	
COMMON STOCK ⁽¹⁾	03/09/2011		S	1,200 D	\$ 14.5 27,396	D	
COMMON STOCK ⁽¹⁾	03/09/2011		M	2,500 A	\$ 4.6 29,896	D	
COMMON STOCK ⁽¹⁾	03/09/2011		S	2,500 D	\$ 14.5 27,396	D	
COMMON STOCK ⁽¹⁾	03/09/2011		M	5,000 A	\$ 5.49 32,396	D	

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COMMON STOCK ⁽¹⁾	03/09/2011	S	5,000	D	\$ 14.5	27,396	D
COMMON STOCK ⁽¹⁾	03/09/2011	M	5,000	A	\$ 8.93	32,396	D
COMMON STOCK ⁽¹⁾	03/09/2011	S	5,000	D	\$ 14.5	27,396 ⁽²⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	\$ 3.7	03/09/2011		M	1,200	⁽³⁾ 10/22/2012	COMMON STOCK ⁽¹⁾	1,200
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	\$ 4.6	03/09/2011		M	2,500	⁽³⁾ 10/26/2014	COMMON STOCK ⁽¹⁾	2,500
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	\$ 5.49	03/09/2011		M	5,000	⁽³⁾ 08/17/2015	COMMON STOCK ⁽¹⁾	5,000
INCENTIVE STOCK OPTION (RIGHT TO	\$ 8.93	03/09/2011		M	5,000	⁽³⁾ 10/21/2015	COMMON STOCK ⁽¹⁾	5,000

BUY) ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AUSTIN NANCY E 5100 EAST SKELLY DRIVE TULSA, OK 74135			VP Human Resources	

Signatures

Nancy E. Austin 03/11/2011

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) MATRIX SERVICE COMPANY COMMON STOCK.
- (2) INCLUDES 4,676 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- (3) THE STOCK OPTION BECOMES EXERCISABLE IN FIVE EQUAL ANNUAL INSTALLMENTS, COMMENCING ONE YEAR AFTER THE DATE OF THE GRANT.
- (4) NOT APPLICABLE.

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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