

SULLIVAN WILLIAM R  
Form 4  
October 27, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SULLIVAN WILLIAM R

(Last) (First) (Middle)

5100 E. SKELLY DRIVE STE 700

(Street)

TULSA, OK 74135

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MATRIX SERVICE CO [MTRX]

3. Date of Earliest Transaction (Month/Day/Year)  
10/23/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP Western Business Unit MSI

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock <sup>(1)</sup>	10/23/2009		A		1,100 <sub>(2)</sub> \$ 0 <sub>(6)</sub>	D	
Common Stock <sup>(1)</sup>	10/23/2009		A		5,000 <sub>(3)</sub> \$ 0 <sub>(6)</sub>	D	
Common Stock <sup>(1)</sup>	10/23/2009		F		393 <sub>(4)</sub> \$ 9.56	D	
Common Stock <sup>(1)</sup>	10/23/2009		F		78 <sub>(5)</sub> \$ 9.56	D	
					37,336		
					38,336		
					37,943		
					37,865 <sub>(7)</sub>		

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN WILLIAM R 5100 E. SKELLY DRIVE STE 700 TULSA, OK 74135			VP Western Business Unit MSI	

## Signatures

William R. Sullivan 10/27/2009

\*\*Signature of Reporting Person Date

## 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) Matrx Service Company Common Stock
- (2) Release of Restricted Stock Unit award as predetermined performance criteria was met.  
Restricted Stock Unit - each unit will entitle the reporting person to one share of Matrix Service Company Common Stock if and when
- (3) the conditions of the restriction have been satisfied. For this grant, 20% will vest each year for the next five years on the anniversary dates.
- (4) Restricted Stock Unit award - shares disposed to satisfy tax obligation due on vest date for performance based grant.
- (5) Restricted Stock Unit award - shares disposed to satisfy tax obligation due on vest date for time based grant.

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(6) Not applicable

(7) Includes 22,425 shares of Matrix Service Company Common Stock owned outright.

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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