RINEHART BRAD J

Form 4/A

November 18, 2004

Check this box

if no longer

subject to

Section 16.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading RINEHART BRAD J Symbol (First) (Middle)

MATRIX SERVICE CO [MTRX]

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

10/26/2004

Director X_ Officer (give title

Other (specify below)

10% Owner

VP Midwest Operations

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) 10/28/2004

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

TULSA, OK 74116-1517

10701 EAST UTE STREET

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

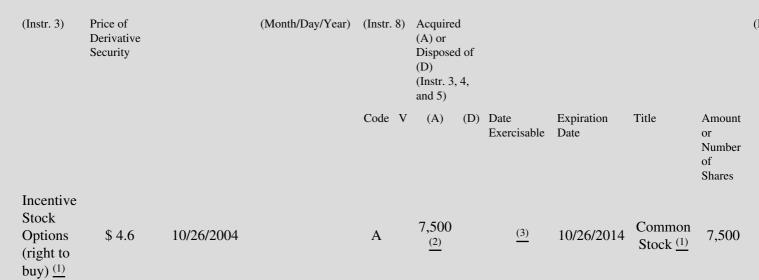
3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. **Underlying Securities** D (Instr. 3 and 4) Se

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RINEHART BRAD J 10701 EAST UTE STREET TULSA, OK 74116-1517

VP Midwest Operations

Signatures

Bradley J. 11/18/2004 Rinehart

**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
- The purpose of this amended Form 4 is to correct a clerical error the original Form 4 filed on October 28, 2004 erroneously reported the (2) number of options granted to Mr. Rinehart on October 26, 2004 to be 5,000. The correct number of options granted to Mr. Rinehart on October 26, 2004 was 7,500.
- (3) The stock options become exercisable in five equal annual installments, commencing one year after the date of the grant, which was October 26, 2004
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2