

Chappelle Philip C
 Form 4
 February 12, 2007

FORM 4

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

OMB APPROVAL

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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 *
 Chappelle Philip C

(Last) (First) (Middle)
 10701 EAST UTE STREET
 (Street)

TULSA, OK 74116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/09/2007

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)

V.P. - Risk Management

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock ⁽¹⁾	02/09/2007		M		800 A \$ 3.025	6,400 ⁽²⁾	D
Common Stock ⁽¹⁾	02/09/2007		S		800 D \$ 19.2935	5,600 ⁽²⁾	D
Common Stock ⁽¹⁾	02/09/2007		M		800 A \$ 3.7	6,400 ⁽²⁾	D
Common Stock ⁽¹⁾	02/09/2007		S		800 D \$ 19.2935	5,600 ⁽²⁾	D
Common Stock ⁽¹⁾	02/09/2007		M		3,000 A \$ 12.195	8,600 ⁽²⁾	D

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Common Stock <u>(1)</u>	02/09/2007	S	3,000	D	\$ 19.2935	5,600 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/09/2007	M	500	A	\$ 4.6	6,100 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/09/2007	S	500	D	\$ 19.2935	5,600 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/09/2007	M	1,000	A	\$ 8.93	6,600 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/09/2007	S	1,000	D	\$ 19.2935	5,600 <u>(2)</u>	D

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

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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 (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. Amount or Number of Shares
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 3.025	02/09/2007		M	800	<u>(3)</u> 10/23/2011	Common Stock <u>(1)</u>	800
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 3.7	02/09/2007		M	800	<u>(3)</u> 10/22/2012	Common Stock <u>(1)</u>	800
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 4.6	02/09/2007		M	500	<u>(3)</u> 10/26/2014	Common Stock <u>(1)</u>	500

Incentive Stock Option (right to buy) ⁽¹⁾	\$ 8.93	02/09/2007	M	1,000	⁽³⁾	10/21/2015	Common Stock ⁽¹⁾	1,000
Incentive Stock Option (right to buy) ⁽¹⁾	\$ 12.195	02/09/2007	M	3,000	⁽³⁾	10/21/2013	Common Stock ⁽¹⁾	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chappelle Philip C 10701 EAST UTE STREET TULSA, OK 74116			V.P. - Risk Management	

Signatures

Philip C.
Chappelle

02/12/2007

^{__}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) Matrix Service Company Common Stock.
- (2) Includes shares of Restricted Stock owned but not yet released.
- (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. 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.