

FORM 4  
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[ ] Check this box if no longer subject to Section 16.  
Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)  
Bradley, Hugh E.  
1812 Redtale Hawk  
  
Edmond, OK 73003
2. Issuer Name and Ticker or Trading Symbol  
Matrix Service Company (MTRX)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year  
10/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
[X] Director [ ] 10% Owner  
[ ] Officer (give title below) [ ] Other (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)  
[X] 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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired (A) or Disposed of (D) A or D Price	5) Amount of Securities Beneficially Owned at End of Month	6) D or I	7) Nature of Indirect Beneficial Ownership
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Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V A	5) Number of Derivative Securities Acquired (A) or Disposed of (D) D	6) Date Exercisable and Expiration Date Exercisable Expiration
Non-Qualified Stock Option (right to buy)	\$4.125				10/27/09
Non-Qualified Stock Option (right to buy)	\$4.250				10/18/10
Non-Qualified Stock Option (right to buy)	\$4.375				10/28/08
Non-Qualified Stock Option (right to buy)	\$5.625				06/01/03
Non-Qualified Stock Option (right to buy)	\$6.000				10/29/06
Non-Qualified Stock Option (right to buy)	\$6.050				10/23/11
Non-Qualified Stock Option (right to buy) (1)	\$7.400	10/22/02	A	5,000	(2) 10/22/12
Non-Qualified Stock Option (right to buy)	\$7.750				10/31/07

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative Security	3) Trans- action Date	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security	9) Number of Derivative Securities Beneficially Owned at End of Month	10) D or I	11) Nature of Indirect Beneficial Ownership
Non-Qualified Stock Option (right to buy)		Common Stock		5,000	D	Direct
Non-Qualified Stock Option (right to buy)		Common Stock		5,000	D	Direct
Non-Qualified Stock Option (right to buy)		Common Stock		5,000	D	Direct
Non-Qualified Stock Option (right to buy)		Common Stock		10,000	D	Direct
Non-Qualified Stock Option (right to buy)		Common Stock		5,000	D	Direct
Non-Qualified Stock Option (right to buy)		Common Stock		5,000	D	Direct
Non-Qualified Stock Option (right to buy) (1)	10/22/02	Common Stock		5,000	D	Direct
Non-Qualified Stock Option (right to buy)		Common Stock		5,000	D	Direct

Explanation of Responses:

- (1) Matrix Service Company Common Stock
- (2)

The stock option becomes exercisable in two equal installments, commencing one year after date of grant.

SIGNATURE OF REPORTING PERSON

/S/ Bradley, Hugh E.

DATE 10/23/02