SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
RYAN JAMES P	MATRIX SERVICE CO [MTRX]	

1. Name and Address of Reporting Person*

RYAN JAMES P

(Last)	(First)	(Middle)

5100 EAST SKELLY DRIVE

SUITE 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)

11/16/2015

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

President, Matrix Service

6. 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 (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]	11/16/2015		A		21,294[2]	A	$0[3]	99,614	D	
COMMON STOCK[1]	11/16/2015		F		791[4]	D	$23.21	98,823	D	
COMMON STOCK[1]	11/16/2015		F		5,823[5]	D	$23.21	93,000	D	
COMMON STOCK[1]	11/17/2015		F		1,158[4]	D	$22.59	91,842[6]	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. MATRIX SERVICE COMPANY COMMON STOCK.

2. SHARES RECEIVED ON CONVERSION OF PERFORMANCE STOCK UNIT AWARD AS PREDETERMINED MARKET-BASED CRITERIA WAS MET.

3. NOT APPLICABLE.

4. RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR TIME-BASED GRANT.

5. PERFORMANCE STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR MARKET-BASED GRANT.

6. INCLUDES 71,474 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.

Remarks:

James P. Ryan	11/18/2015
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.