

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)  
Lackey, Paul K.  
4502 East 41st Street, Suite 3B33  
  
Tulsa, OK 74135
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  
01/03
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) Amount 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)	\$6.050				10/23/11
Non-Qualified Stock Option (right to buy)	\$7.400				10/22/12
Phantom Shares					06/01/08
Non-Qualified Stock Option (right to buy)	\$4.250				10/18/10
Phantom Shares (1)		01/21/03	A	117	(2)

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 Amount or Number of Shares	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	5,000	D	Direct
Non-Qualified Stock Option (right to buy)		Common Stock	5,000	5,000	D	Direct
Phantom Shares		Common Stock	5,050	5,050	D	Direct
Non-Qualified Stock Option (right to buy)		Common Stock	5,000	5,000	D	Direct
Phantom Shares (1)	01/21/03	Common Stock	117	117	D	Direct

Explanation of Responses:

- (1)  
Matrix Service Company Common Stock
- (2)  
The SAR became 100% exercisable upon grant.

SIGNATURE OF REPORTING PERSON  
/S/ Lackey, Paul K.  
DATE 01/22/03