

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)
Hall, Michael J.
10701 East Ute Street

Tulsa, OK 74116-1517
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
04/03
5. If Amendment, Date of Original (Month/Year)
04/04/03
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP Finance/CFO
7. 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 | 2) Trans- action Date (Month/ Day/Year) | 3. Trans- action Code Code V | 4. Securities Acquired (A) or Disposed of (D) Amount | A or D Price | 5) Amount of Securities Beneficially Owned at End of Month | 6) D or I | 7) Nature of Indirect Beneficial Ownership |
|----------------------|---|---------------------------------------|--|-----------------------|--|-----------------|---|
| Common Stock | 04/22/03 | M | 6,000 | A \$3.781 | | D | Direct |
| Common Stock | 04/22/03 | M | 4,000 | A \$4.250 | | D | Direct |
| Common Stock | 04/22/03 | M | 4,000 | A \$6.050 | 14,000 | D | Direct |
| Common Stock (1) | 04/03/03 | S | 8,000 | D \$10.750 | 97,772 | I | by Trust |

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 | 5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D | 6) Date Exercisable and Expiration Date Exercisable Expiration |
|--|--|-----------------------------|---------------------------------------|--|---|
| Incentive Stock Option (right to buy) | \$3.781 | 04/22/03 | M | 6,000 | 04/21/09 |
| Incentive Stock Option (right to buy) (1) | \$4.250 | 04/22/03 | M | 4,000 | (2) 10/18/10 |
| Incentive Stock Option (right to buy) (1) | \$6.050 | 04/22/03 | M | 4,000 | (2) 10/23/11 |
| Incentive Stock Option (right to buy) | \$7.400 | | | | 10/22/12 |
| Non-Qualified Stock Option (right to buy) | \$3.781 | | | | 04/21/09 |
| Non-Qualified Stock Option (right to buy) | \$4.250 | | | | 10/18/10 |

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 |
|--|-----------------------------|---|--|--|------------------|--|
| Incentive Stock Option (right to buy) | 04/22/03 | Common Stock | 6,000 | 6,000 | D | Direct |
| Incentive Stock Option (right to buy) (1) | 04/22/03 | Common Stock | 4,000 | 12,000 | D | Direct |
| Incentive Stock Option (right to buy) (1) | 04/22/03 | Common Stock | 4,000 | 16,000 | D | Direct |
| Incentive Stock Option (right to buy) | | Common Stock | 20,000 | 20,000 | D | Direct |
| Non-Qualified Stock Option (right to buy) | | Common Stock | 9,228 | 9,228 | D | Direct |
| Non-Qualified Stock Option (right to buy) | | Common Stock | 4,000 | 4,000 | D | Direct |

Explanation of Responses:

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

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

SIGNATURE OF REPORTING PERSON

/S/ Hall, Michael J.

DATE 04/23/03