

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Downs Nancy E</u>	2. Date of Event Requiring Statement (Month/Day/Year) 01/04/2006	3. Issuer Name and Ticker or Trading Symbol <u>MATRIX SERVICE CO [ MTRX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President/Human Resources</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>10701 E UTE STREET</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>TULSA OK 74116</u>			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Incentive Stock Option (right to buy) <sup>(1)</sup>	(2)	10/23/2011	Common Stock <sup>(1)</sup>	2,800	3.025	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	(2)	10/22/2012	Common Stock <sup>(1)</sup>	3,200	3.7	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	(2)	10/21/2013	Common Stock <sup>(1)</sup>	4,400	12.195	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	(2)	10/26/2014	Common Stock <sup>(1)</sup>	2,500	4.6	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	(2)	08/17/2015	Common Stock <sup>(1)</sup>	5,000	5.49	D	
Incentive Stock Option (right to buy) <sup>(1)</sup>	(2)	10/21/2015	Common Stock <sup>(1)</sup>	5,000	8.93	D	

## Explanation of Responses:

- Matrix Service Company Common Stock
- The stock option becomes exercisable in five equal annual installments, commencing one year after the date of the grant.

Nancy E. Downs01/11/2006

\*\* 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 5 (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.