# 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) |
|---|---|---|
| **MAXWELL TOM E** | **MATRIX SERVICE CO** [ MTRX ] | X Director    10% Owner |

| (Last) | (First) | (Middle) |
|---|---|---|

5100 EAST SKELLY DRIVE

SUITE 700

(Street)

| TULSA | OK | 74135 |
|---|---|---|

(City)    (State)    (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2013

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

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

X Director   10% Owner

  Officer (give title below)   Other (specify below)

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) Code | V | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount | (A) or (D) | Price | 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| COMMON STOCK[1] | 09/19/2013 | | M | | 10,000 | A | $12.195 | 45,200 | D | |
| COMMON STOCK[1] | 09/19/2013 | | S | | 6,871 | D | $17.8958[2] | 38,329[3] | 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) Code | V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) | (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable | Expiration Date | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title | Amount or Number of Shares | 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) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)[1] | $12.195 | 09/19/2013 | | M | | | 10,000 | [4] | 10/21/2013 | COMMON STOCK[1] | 10,000 | [5] | 0 | D | |

**Explanation of Responses:**

1. MATRIX SERVICE COMPANY COMMON STOCK.

2. THE PRICE REPORTED IS A WEIGHTED AVERAGE PRICE. THESE SHARES WERE SOLD IN MULTIPLE TRANSACTIONS AT PRICES RANGING FROM $17.77 TO $17.94, INCLUSIVE. THE REPORTING PERSON UNDERTAKES TO PROVIDE TO MATRIX SERVICE COMPANY, ANY SECURITY HOLDER OF MATRIX SERVICE COMPANY, OR THE STAFF OF THE SECURITIES AND EXCHANGE COMMISSION, UPON REQUEST, FULL INFORMATION REGARDING THE NUMBER OF SHARES SOLD AT EACH SEPARATE PRICE WITHIN THE RANGE SET FORTH.

3. INCLUDES 16,229 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.

4. THE STOCK OPTION BECOMES EXERCISABLE IN TWO EQUAL ANNUAL INSTALLMENTS, COMMENCING ONE YEAR AFTER THE DATE OF THE GRANT.

5. NOT APPLICABLE.

**Remarks:**

Tom E. Maxwell     09/23/2013

** 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.**