

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)  
Rogers, Glen W.  
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  
10/02
5. If Amendment, Date of Original (Month/Year)  
10/23/02
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
[ ] Director [ ] 10% Owner  
[X] Officer (give title below) [ ] Other (specify below)  
SVP Tech/Supt Srvc
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	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 (1)	10/31/02	M	6,101	A \$4.375		D	Direct
Common Stock	10/31/02	M	18,000	A \$5.625		D	Direct
Common Stock	10/31/02	S	18,000	D \$7.825	10,786	D	Direct
Common Stock					360	I	by Spouse

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)	\$4.250				10/18/10
Incentive Stock Option (right to buy) (1)	\$4.375	10/31/02	M	6,101	(2) 10/15/08
Incentive Stock Option (right to buy)	\$4.813				07/11/10
Incentive Stock Option (right to buy) (1)	\$5.625	10/31/02	M	18,000	(2) 12/21/02
Incentive Stock Option (right to buy)	\$6.050				10/23/11
Incentive Stock Option (right to buy) (1)	\$7.400	10/22/02	A	5,000	(2) 10/22/12

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	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)		Common Stock		5,000	D	Direct
Incentive Stock Option (right to buy) (1)	10/31/02	Common Stock		6,101	D	Direct
Incentive Stock Option (right to buy)		Common Stock		15,000	D	Direct
Incentive Stock Option (right to buy) (1)	10/31/02	Common Stock		18,000	D	Direct
Incentive Stock Option (right to buy)		Common Stock		5,000	D	Direct
Incentive Stock Option (right to buy) (1)	10/22/02	Common Stock		5,000	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/ Rogers, Glen W.

DATE 10/31/02