

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)  
Newmeister, John S.  
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  
02/03
5. If Amendment, Date of Original (Month/Year)  
02/25/03
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP Sales/Mktg
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-<br>action<br>Date<br>(Month/<br>Day/Year) | 3) Trans-<br>action<br>Code<br>Code V | 4) Securities<br>Acquired (A)<br>or<br>Disposed of (D)<br>Amount | 5) Amount of<br>Securities<br>Beneficially<br>Owned at<br>End of Month | 6) D<br>or<br>I | 7) Nature of<br>Indirect<br>Beneficial<br>Ownership |
|----------------------|---|---------------------------------------|--|--|-----------------|---|
| Common Stock (1)     | 02/24/03  | M                                     | 5,800  | A \$3.625  |                 | D Direct  |
| Common Stock (1)     | 02/24/03  | S                                     | 5,800  | D \$10.000   |                 | D Direct  |
| Common Stock (1)     | 02/28/03  | M                                     | 5,000  | A \$3.625  | 6,100           | D Direct  |

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

| 1) Title of Derivative<br>Security           | 2) Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3) Trans-<br>action<br>Date | 4) Trans-<br>action<br>Code<br>Code V | 5) Number of Derivative<br>Securities Acquired (A)<br>or Disposed of (D)<br>A<br>D | 6) Date Exercisable and<br>Expiration Date<br>Exercisable<br>Expiration |
|--|--|-----------------------------|---------------------------------------|--|---|
| Incentive Stock Option (right<br>to buy) (1) | \$3.625  | 02/24/03                    | M                                     | 5,800  | 03/27/05  |
| Incentive Stock Option (right<br>to buy) (1) | \$3.625  | 02/28/03                    | M                                     | 5,000  | 03/27/05  |
| Incentive Stock Option (right<br>to buy)     | \$4.250  |                             |                                       |  | 10/18/10  |
| Incentive Stock Option (right<br>to buy)     | \$4.375  |                             |                                       |  | 10/15/08  |
| Incentive Stock Option (right<br>to buy)     | \$4.813  |                             |                                       |  | 07/11/10  |
| Incentive Stock Option (right<br>to buy)     | \$6.050  |                             |                                       |  | 10/23/11  |
| Incentive Stock Option (right<br>to buy)     | \$7.400  |                             |                                       |  | 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<br>Security           | 3) Trans-<br>action<br>Date | 7) Title and Amount<br>of Underlying<br>Securities<br>Title | 8) Price<br>of Deri-<br>vative<br>Security<br>Amount or<br>Number of<br>Shares | 9) Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned at<br>End of Month | 10) D<br>or<br>I | 11) Nature of<br>Indirect<br>Beneficial<br>Ownership |
|--|-----------------------------|---|--|--|------------------|--|
| Incentive Stock Option (right<br>to buy) (1) | 02/24/03                    | Common Stock  | 5,800  |  | D                | Direct   |
| Incentive Stock Option (right<br>to buy) (1) | 02/28/03                    | Common Stock  | 5,000  | 0  | D                | Direct   |
| Incentive Stock Option (right<br>to buy)     |                             | Common Stock  | 5,000  | 5,000  | D                | Direct   |
| Incentive Stock Option (right<br>to buy)     |                             | Common Stock  | 4,000  | 4,000  | D                | Direct   |
| Incentive Stock Option (right<br>to buy)     |                             | Common Stock  | 15,000   | 15,000   | D                | Direct   |
| Incentive Stock Option (right<br>to buy)     |                             | Common Stock  | 5,000  | 5,000  | D                | Direct   |
| Incentive Stock Option (right<br>to buy)     |                             | Common Stock  | 5,000  | 5,000  | D                | Direct   |

Explanation of Responses:

(1)  
Matrix Service Company Common Stock

SIGNATURE OF REPORTING PERSON  
/S/ Newmeister, John S.  
DATE 03/03/03