

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>RYAN JAMES P</u>  (Last) (First) (Middle) <u>5100 EAST SKELLY DRIVE</u> <u>SUITE 700</u>  (Street) <u>TULSA OK 74135</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MATRIX SERVICE CO [ MTRX ]</u>	5. 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>President Matrix Service</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/29/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)

**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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK <sup>(1)</sup>	05/29/2014		M		4,738	A	\$8.93	73,952	D	
COMMON STOCK <sup>(1)</sup>	05/29/2014		S		4,738	D	\$32.3066 <sup>(2)</sup>	69,214	D	
COMMON STOCK <sup>(1)</sup>	05/30/2014		M		2,762	A	\$8.93	71,976	D	
COMMON STOCK <sup>(1)</sup>	05/30/2014		S		2,762	D	\$32.8751 <sup>(3)</sup>	69,214	D	
COMMON STOCK <sup>(1)</sup>	05/30/2014		S		3,500	D	\$32.8772	65,714 <sup>(4)</sup>	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
INCENTIVE STOCK OPTION (RIGHT TO BUY) <sup>(1)</sup>	\$8.93	05/29/2014		M			4,738	(5)	10/21/2015	COMMON STOCK <sup>(1)</sup>	4,738	(6)	2,762	D	
INCENTIVE STOCK OPTION (RIGHT TO BUY) <sup>(1)</sup>	\$8.93	05/30/2014		M			2,762	(5)	10/21/2015	COMMON STOCK <sup>(1)</sup>	2,762	(6)	0	D	

**Explanation of Responses:**

- MATRIX SERVICE COMPANY COMMON STOCK.
- THE PRICE REPORTED IS A WEIGHTED AVERAGE PRICE. THESE SHARES WERE SOLD IN MULTIPLE TRANSACTIONS AT PRICES RANGING FROM \$32.255 TO \$32.37, 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.
- THE PRICE REPORTED IS A WEIGHTED AVERAGE PRICE. THESE SHARES WERE SOLD IN MULTIPLE TRANSACTIONS AT PRICES RANGING FROM \$32.87 TO \$32.915, 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.
- INCLUDES 30,628 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- THE STOCK OPTION BECOMES EXERCISABLE IN FIVE EQUAL ANNUAL INSTALLMENTS, COMMENCING ONE YEAR AFTER THE DATE OF THE GRANT.
- NOT APPLICABLE.

**Remarks:**

James P. Ryan 06/02/2014  
 \*\* 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.