

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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

| | | | | | | | | |
|--|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>RODGERS GLYN A</u> <hr/> (Last) (First) (Middle) 15 EAST 5TH STREET SUITE 1100 <hr/> (Street) TULSA OK 74103 <hr/> (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) President, Matrix PDM Eng | | |
| 3. Date of Earliest Transaction (Month/Day/Year) 08/29/2023 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | |

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 ⁽¹⁾ | 08/29/2023 | | A | | 14,487 ⁽²⁾ | A | \$0 | 46,223 | D | |
| COMMON STOCK ⁽¹⁾ | 08/30/2023 | | M | | 2,162 | A | ⁽³⁾ | 48,385 | D | |
| COMMON STOCK ⁽¹⁾ | 08/30/2023 | | D | | 2,162 | D | \$8.53 | 46,223 | D | |
| COMMON STOCK ⁽¹⁾ | 08/30/2023 | | M | | 2,577 | A | ⁽³⁾ | 48,800 | D | |
| COMMON STOCK ⁽¹⁾ | 08/30/2023 | | D | | 2,577 | D | \$8.53 | 46,223 | D | |
| COMMON STOCK ⁽¹⁾ | 08/30/2023 | | F | | 691 ⁽⁴⁾ | D | \$8.53 | 45,532 | D | |
| COMMON STOCK ⁽¹⁾ | 08/30/2023 | | F | | 885 ⁽⁴⁾ | D | \$8.53 | 44,647 ⁽⁵⁾ | 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 | Amount or Number of Shares | | | | |
| RESTRICTED STOCK UNITS | ⁽³⁾ | 08/29/2023 | | A | | 14,487 ⁽⁶⁾ | | 08/29/2024 | 08/29/2027 | COMMON STOCK ⁽¹⁾ | 14,487 | \$0 | 14,487 | D | |
| RESTRICTED STOCK UNITS | ⁽³⁾ | 08/30/2023 | | M | | 2,162 | | 08/30/2022 ⁽⁷⁾ | 08/30/2025 | COMMON STOCK ⁽¹⁾ | 2,162 | \$0 | 4,324 | D | |
| RESTRICTED STOCK UNITS | ⁽³⁾ | 08/30/2023 | | M | | 2,577 | | 08/30/2023 ⁽⁸⁾ | 08/30/2026 | COMMON STOCK ⁽¹⁾ | 2,577 | \$0 | 7,730 | D | |

Explanation of Responses:

- MATRIX SERVICE COMPANY COMMON STOCK.
- RESTRICTED STOCK UNIT - EACH UNIT WILL ENTITLE THE REPORTING PERSON TO ONE SHARE OF MATRIX SERVICE COMPANY COMMON STOCK IF AND WHEN THE CONDITIONS OF THE RESTRICTION HAVE BEEN SATISFIED. FOR THIS GRANT, 25% WILL VEST EACH YEAR FOR THE NEXT FOUR YEARS ON THE ANNIVERSARY DATES.
- EACH RESTRICTED STOCK UNIT IS THE ECONOMIC EQUIVALENT OF ONE SHARE OF MATRIX SERVICE COMPANY COMMON STOCK. ALL RESTRICTED STOCK UNITS ARE SETTLED SOLELY IN CASH WHEN VESTED.
- RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR SERVICE-BASED GRANT.
- INCLUDES 16,117 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- EACH UNIT WILL ENTITLE THE REPORTING PERSON TO THE CASH EQUIVALENT OF ONE SHARE OF MATRIX SERVICE COMPANY COMMON STOCK IF AND WHEN THE CONDITIONS OF THE RESTRICTION HAVE BEEN SATISFIED. FOR THIS GRANT, 25% WILL VEST EACH YEAR FOR THE NEXT FOUR YEARS ON THE ANNIVERSARY DATES.
- FOR THIS SERVICE-BASED AWARD OF CASH-SETTLED RESTRICTED STOCK UNITS, 25% WILL VEST EACH YEAR FROM AUGUST 30, 2022 TO AUGUST 30, 2025.
- FOR THIS SERVICE-BASED AWARD OF CASH-SETTLED RESTRICTED STOCK UNITS, 25% WILL VEST EACH YEAR FROM AUGUST 30, 2023 TO AUGUST 30, 2026.

Remarks:

Glyn A. Rodgers 08/31/2023
 ** 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.