

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)
Davis, Vance R.
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)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
[] Director [] 10% Owner
[X] Officer (give title below) [] Other (specify below)
SVP/M&R-Union
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) Transaction Date (Month/Day/Year)	3) Transaction Code	4) Securities Acquired or Disposed of (A) or (D) Amount	5) Amount of Securities Beneficially Owned at End of Month	6) D or I	7) Nature of Indirect or Beneficial Ownership
Common Stock				800	D	Direct

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) Transaction Date	4) Transaction Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)	6) Date Exercisable and Expiration Date	7) Exercisable	8) Expiration
Incentive Stock Option (right to buy)	\$3.625						03/27/05
Incentive Stock Option (right to buy)	\$4.250						10/18/10
Incentive Stock Option (right to buy)	\$4.375						10/15/08
Incentive Stock Option (right to buy)	\$4.813						07/11/10
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) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security	9) Number of Derivative Securities Beneficially Owned at End of Month	10) D or I	11) Nature of Indirect or Beneficial Ownership
Incentive Stock Option (right to buy)		Common Stock		3,600	D	Direct
Incentive Stock Option (right to buy)		Common Stock		5,000	D	Direct
Incentive Stock Option (right to buy)		Common Stock		10,000	D	Direct
Incentive Stock Option (right to buy)		Common Stock		15,000	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/ Davis, Vance R.
DATE 10/23/02

