

MATRIX SERVICE CO
Form 4
January 25, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Davis Vance R

(Last) (First) (Middle)
3 ALSCOT CIRCLE
(Street)
LANGHORNE, PA 19047
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MATRIX SERVICE CO [mtrx]

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President - MSICI

6. 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 (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⁾	01/23/2008		M	2,000 A \$ 3.7	6,034	D	
Common Stock ⁽¹⁾	01/23/2008		M	1,000 A \$ 12.195	7,034	D	
Common Stock ⁽¹⁾	01/23/2008		M	1,500 A \$ 4.6	8,534	D	
Common Stock ⁽¹⁾	01/23/2008		M	1,000 A \$ 8.93	9,534 ⁽²⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy) ⁽¹⁾	\$ 3.7	01/23/2008		M	2,000	⁽³⁾ 10/22/2012	Common Stock ⁽¹⁾	2,000
Incentive Stock Option (right to buy) ⁽¹⁾	\$ 4.6	01/23/2008		M	1,500	⁽³⁾ 10/26/2014	Common Stock ⁽¹⁾	1,500
Incentive Stock Option (right to buy) ⁽¹⁾	\$ 8.93	01/23/2008		M	1,000	⁽³⁾ 10/21/2015	Common Stock ⁽¹⁾	1,000
Incentive Stock Option ⁽¹⁾	\$ 12.195	01/23/2008		M	1,000	⁽³⁾ 10/21/2013	Common Stock ⁽¹⁾	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Vance R 3 ALSCOT CIRCLE LANGHORNE, PA 19047			Vice President - MSICI	

Signatures

Vance R Davis

01/25/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Matrix Service Company Common Stock
- (2) Includes 3,880 shares of Restricted Stock owned but not yet released and 5,654 shares of Matrix Service Company Common Stock owned outright.
- (3) The stock option becomes exercisable in five equal annual installments commencing one year after the date of the grant, which was 10 years prior to the expiration date noted in Table II Box 6.
- (4) Not applicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.