Edgar Filing: Fosbenner Albert - Form 4

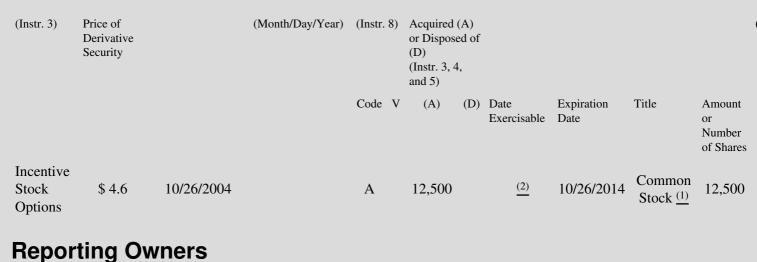
Fosbenner A Form 4	llbert								
October 28,	2004								
FORM	14								PPROVAL
	UNITED	STATES		RITIES A shington			COMMISSION	N OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Section 16. Form 4 or Form 5 Section 17(a) of the Public Utility Holding Com 30(h) of the Investment Company					FICIAL OWNERSHIP OF FICIAL OWNERSHIP OF ities Exchange Act of 1934, mpany Act of 1935 or Section				
(Print or Type]	Responses)								
1. Name and Address of Reporting Person <u>*</u> Fosbenner Albert			2. Issuer Name and Ticker or Trading Symbol MATRIX SERVICE CO [mtrx]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of	of Earliest T	ransaction		(Che	ck all applicable	e)
176 MAGNOLIA DRIVE			(Month/Day/Year) 10/26/2004			Director 10% Owner X_ Officer (give title Other (specify below) VP Accounting & Admin EBU			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
CHESTER	SPRINGS, PA 19	9425					Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Rer	oort on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly of	or indirectly		
Kenninder, Kej	or on a separate line		ass 01 sec	unues delle	Perso inforn requir	ns who res nation cont red to resp nys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owner Name / Address	Relationships						
L O	Director	10% Owner	Officer	Other			
Fosbenner Albert 176 MAGNOLIA DRIVE CHESTER SPRINGS, PA 19425			VP Accounting & Admin EBU				

Signatures

Reporting Person

Albert	10/26/2004		
Fosbenner	10/20/2004		
<u>**Signature of</u>	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) The stock options become exercisable in five equal annual installments commencing one year after date of grant, which was October 26, 2004.
- (3) 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.