

MATRIX SERVICE CO
Form 4
April 18, 2007

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 *
Rinehart Bradley J

(Last) (First) (Middle)
8804 SOUTH JOPLIN
(Street)
TULSA, OK 74137

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2007

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 - MSI

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 or Price		
Common Stock ⁽¹⁾	04/17/2007		M		4,000 A \$ 2.1875	8,150 ⁽²⁾	D
Common Stock ⁽¹⁾	04/17/2007		S		4,000 D \$ 26.6123	4,150 ⁽²⁾	D
Common Stock ⁽¹⁾	04/17/2007		M		20,000 A \$ 2.4065	24,150 ⁽²⁾	D
Common Stock ⁽¹⁾	04/17/2007		S		20,000 D \$ 26.6123	4,150 ⁽²⁾	D

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

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- (2) Includes shares of Restricted Stock owned but not yet released.
- (3) The Stock Option becomes exercisable in five equal annual installments, commencing one year after the date of the grant.
- (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.