

HEWITT JOHN R  
Form 4  
May 03, 2012

**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 \*  
HEWITT JOHN R

(Last) (First) (Middle)  
5100 EAST SKELLY DRIVE,  
SUITE 700  
(Street)

TULSA, OK 74135  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2012

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)  
President & CEO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK (1)	05/01/2012		A		44,150 (2)	A	\$ 0 128,300 D

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Security (Instr. 3 and 4)
INCENTIVE STOCK OPTION (RIGHT TO BUY) <u>(1)</u>	\$ 10.19	05/01/2012		D	9,813	<u>(3)</u> 11/17/2021	COMMON STOCK
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY) <u>(1)</u>	\$ 10.19	05/01/2012		D	34,337	<u>(3)</u> 11/17/2021	COMMON STOCK

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEWITT JOHN R 5100 EAST SKELLY DRIVE, SUITE 700 TULSA, OK 74135	X		President & CEO	

**Signatures**

John R. Hewitt                                  05/03/2012  
 \*\*Signature of                                  Date  
 Reporting Person

**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.  
 RESTRICTED STOCK UNITS, 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 AWARD, 25% WILL VEST EACH YEAR FOR THE NEXT FOUR YEARS BEGINNING ON NOVEMBER 17, 2012.
- (3) THE STOCK OPTIONS WOULD HAVE BECOME 100% EXERCISABLE ON THE THIRD ANNIVERSARY DATE OF THE GRANT.  
 ON NOVEMBER 17, 2011, THE REPORTING PERSON WAS AWARDED 44,150 RESTRICTED STOCK UNITS AND 44,150 STOCK OPTIONS. IT WAS SUBSEQUENTLY DETERMINED THAT, UNDER THE REPORTING PERSON'S OFFER LETTER,
- (4) 100% OF THE AWARD SHOULD HAVE BEEN MADE IN THE FORM OF RESTRICTED STOCK UNITS ONLY. ON MAY 1, 2012, THE STOCK OPTIONS WERE CANCELLED BY MUTUAL AGREEMENT OF THE REPORTING PERSON AND MATRIX SERVICE COMPANY AND REPLACED BY 44,150 RESTRICTED STOCK UNITS.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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