

Cavanah Kevin S
 Form 4
 February 21, 2013

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 *
 Cavanah Kevin S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Finance & CFO

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

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

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⁾	02/20/2013		M	10,000 A \$ 12.195	66,397	D	
COMMON STOCK ⁽¹⁾	02/20/2013		S	10,000 D \$ 16.5077	56,397	D	
COMMON STOCK ⁽¹⁾	02/20/2013		M	3,000 A \$ 4.6	59,397	D	
COMMON STOCK ⁽¹⁾	02/20/2013		S	3,000 D \$ 16.5077	56,397 ⁽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⁾	\$ 12.195	02/20/2013		M	10,000	⁽³⁾ 10/21/2013	COMMON STOCK ⁽¹⁾	10,000
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	\$ 4.6	02/20/2013		M	3,000	⁽³⁾ 10/26/2014	COMMON STOCK ⁽¹⁾	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cavanah Kevin S 5100 EAST SKELLY DRIVE, SUITE 700 TULSA, OK 74135			VP Finance & CFO	

Signatures

Kevin S.
Cavanah

02/21/2013

**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.

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- (2) INCLUDES 16,987 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- (3) THE STOCK OPTION BECOMES EXERCISABLE IN FIVE EQUAL 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.
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