#### MATRIX SERVICE CO

Form 4

October 24, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Montalbano Joseph F			2. Issuer Name <b>and</b> Ticker or Trading Symbol MATRIX SERVICE CO [MTRX]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check air applicable)		
			(Month/Day/Year)	Director 10% Owner		
5100 EAST SKELLY DRIVE, SUITE 700			10/23/2014	X Officer (give title Other (specify		
				below) below)		
				COO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
TULSA, OK 7	4135			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zi	Table 1	I - Non-De	rivative Securit	ties Acqui	ired, Disposed of,	or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securities A		5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		on(A) or Dispose	` ′	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and	(5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
				(4)		Reported	(I)	
				(A)		Transaction(s)	(Instr. 4)	
			Code V	or Amount (D)	Price	(Instr. 3 and 4)		
COMMON STOCK (1)	10/23/2014		F	782 (2) D	\$ 24.09	58,605 (3)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date	Expiration		umber		
						Exercisable	Date	of			
				Code V	(A) (D)				hares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Montalbano Joseph F 5100 EAST SKELLY DRIVE SUITE 700 TULSA, OK 74135			COO				

## **Signatures**

Joseph F. Montalbano 10/24/2014 Date \*\*Signature of 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 UNIT AWARD SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR **(2)** TIME-BASED GRANT.
- (3) INCLUDES 10,837 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.

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.

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