Cavanah Kevin S Form 4 November 21, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

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

Check this box

obligations may continue. See Instruction

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

1(b).

(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		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
, ,	SKELLY D	, ,	(Month/Day/Year) 11/17/2011	Director 10% Owner Symbol Officer (give title Other (specify below) VP Finance & CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
TULSA, Ol	K 74135		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired Disposed of ar Reneficially Owner		

(City)	(Diane) (Di	Table	l - Non-Dei	rivative Se	curities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed of	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	(D) or	Ownership
						Following	Indirect (I)	(Instr. 4)
					(4)	Reported	(Instr. 4)	
					(A)	Transaction(s)		
			Code V	Amount	or (D) Price	(Instr. 3 and 4)		
COMMON			Code v		` '			
COMMON	11/17/2011		A	16,850	A \$0	51,000 (4)	D	
STOCK (1)	11,1,,2011			(2)	Λ (3)	21,000_		

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 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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
INCENTIVE STOCK OPTION (RIGHT TO BUY)	\$ 10.19	11/17/2011		A	9,813	<u>(5)</u>	11/17/2021	COMMON STOCK (1)
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$ 10.19	11/17/2011		A	7,037	<u>(5)</u>	11/17/2021	COMMON STOCK (1)

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

Cavanah Kevin S

5100 EAST SKELLY DRIVE, SUITE 700 VP Finance & CFO

TULSA, OK 74135

Signatures

Kevin S.
Cavanah

**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 UNIT, EACH UNIT WILL ENTITLE THE REPORTING PERSON TO ONE SHARE OF MATRIX SERVICE

 (2) COMPANY COMMON STOCK IF AND WHEN THE CONDITIONS OF THE RESTRICTION HAVE BEEN SATISFIED. FOR THIS GRANT, 25% WILL VEST EACH YEAR FOR THE NEXT FOUR YEARS ON THE ANNIVERSARY DATES.
- (3) NOT APPLICABLE.
- (4) INCLUDES 4,520 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- (5) THE STOCK OPTION BECOMES 100% EXERCISABLE ON THE THIRD ANNIVERSARY DATE OF THE GRANT.

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

Reporting Owners 2

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