## Edgar Filing: FROST JACK - Form 4

FROST JACK	, -										
Form 4											
February 21, 2	.013										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
	UNITEL	) STATES		TIES AN ington, l			NGE C	OMMISSION	OMB Number:	3235-0287	
Check this if no longer			-					Expires:	January 31, 2005		
subject to	ubject to STATEMENT OF CHANGES IN BENEFICIAL OWNERS					<b>VERSHIP OF</b>	Estimated average				
Section 16.		SECURITIES							burden hours per		
Form 4 or Form 5	Filed m	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						response	0.5		
obligations	-						-	1935 or Section	,		
may contin	ue.		of the Inv	•	· ·				1		
See Instruct 1(b).	tion	50(11)			company	1100	01 17 1	0			
(Print or Type Re	sponses)										
1. Name and Address of Reporting Person <u>*</u> FROST JACK			2. Issuer Name <b>and</b> Ticker or Trading Symbol MATRIX SERVICE CO [MTRX]				5. Relationship of Reporting Person(s) to Issuer				
							X]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of H	Earliest Tra	nsaction			(Cheer		<i>·</i> )	
			(Month/Day/Year)					Director 10% Owner X_ Officer (give title Other (specify			
5100 EAST SKELLY DRIVE, SUITE 700			02/20/2013				below) below)				
DRIVE, SUII	LE /00							Vice P	resident, EH&	S	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person			
TULSA, OK	74135							Form filed by M Person			
(City)	(State)	(Zip)	Table	I - Non-De	erivative Se	ecurit	ies Acqu	iired, Disposed of,	, or Beneficial	ly Owned	
1.Title of	2. Transaction I	Date 2A. De	eemed	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Ye		tion Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) h/Day/Year) (Instr. 8)					Securities	Ownership	Indirect	
(Instr. 3)		any (Montl					5)	Beneficially Owned	Form: Direct (D)	Beneficial Ownership	
		(WOR	n/Day/1cal)	(Instr. 0)				Following	or Indirect	(Instr. 4)	
						(A)		Reported	(I)		
						or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
COMMON				Code V	Amount	(D)	Price	(			
COMMON STOCK (1)	02/20/2013			F	473 <u>(2)</u>	D	\$ 15.94	9,874 <u>(3)</u>	D		

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

Persons who respond to the collection of information contained in this form are not 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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Addro	ess	Relationships						
	Director	10% Owner	Officer	Other				
FROST JACK 5100 EAST SKELLY DRIV SUITE 700 TULSA, OK 74135	Έ		Vice President, EH&S					
Signatures								
Jack Frost	02/21/2013							
<u>**</u> 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.
- (2) RESTRICTED STOCK UNIT AWARD SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR TIME-BASED GRANT.
- (3) INCLUDES 777 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.