Cavanah Kevin S Form 4 February 21, 2013

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

OMB 3235-0287 Number:

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 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).

COMMON

STOCK (1)

COMMON

STOCK (1)

02/20/2013

02/20/2013

(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				
								2 x j	(Check all applicable)				
(Last)	(First) (N	Middle)	3. Date of		Tra	insaction			D ' .	100	2		
5100 EAST	CKELL A DDIM	-	(Month/Da	• .					Director K Officer (give tit		Owner (specify		
5100 EAST SKELLY DRIVE, SUITE 700		02/20/2013					belo	ow)	below)	(~F)			
SOIIL 700									VP Fina	ance & CFO			
	(Street)		4. If Amer	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
		Filed(Month/Day/Year)						Applicable Line)					
TING A ON								_X_	Form filed by One Form filed by Mor	1 0			
TULSA, OK	. /4135							Per		r	8		
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own							Owned					
1.Title of	2. Transaction Dat		emed	3.		4. Securit	ies Ac	quired (A)	5. Amount of	6.	7. Nature		
Security (Month/Day/Year) Execution Day			on Date, if	* * * * * * * * * * * * * * * * * * * *					Securities	Ownership	of Indirect		
(Instr. 3) any			Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)))	Beneficially Owned	Form: Direct (D)	Beneficial Ownership			
	(Month/Day/Year) (Instr. 8)					Following	or Indirect	(Instr. 4)					
							(A)		Reported	(I)			
							or		Transaction(s)	(Instr. 4)			
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)				
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			

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

M

S

3,000

3,000

\$ 4.6

59,397

56,397 (2)

D

D

A

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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)

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. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
INCENTIVE STOCK OPTION (RIGHT TO BUY) (1)	\$ 12.195	02/20/2013		M	10,000	(3)	10/21/2013	COMMON STOCK (1)	10.
INCENTIVE STOCK OPTION (RIGHT TO BUY) (1)	\$ 4.6	02/20/2013		M	3,000	(3)	10/26/2014	COMMON STOCK (1)	3,

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Cavanah Kevin S

VP Finance & CFO 5100 EAST SKELLY DRIVE, SUITE 700

TULSA, OK 74135

Signatures

Kevin S. 02/21/2013 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.

Reporting Owners 2

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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. 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.