

LONG ROBERT A  
Form 4  
August 30, 2011

**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 \*  
LONG ROBERT A

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

TULSA, OK 74135

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/26/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

VP Gulf Coast Business Unit

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 <u>(1)</u>	08/26/2011		A		7,650 <u>(2)</u> \$ 0 <u>(3)</u>	D	
COMMON STOCK <u>(1)</u>	08/26/2011		A		2,500 <u>(4)</u> \$ 0 <u>(3)</u>	D	
COMMON STOCK <u>(1)</u>	08/26/2011		F		7,927 <u>(5)</u> \$ 9.88	D	
COMMON STOCK <u>(1)</u>	08/26/2011		F		2,023 <u>(6)</u> \$ 9.88	D	
COMMON STOCK <u>(1)</u>	08/26/2011		F		661 <u>(7)</u> \$ 9.88	D	

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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.**

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(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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

LONG ROBERT A  
5100 EAST SKELLY DRIVE, SUITE 700  
TULSA, OK 74135

VP Gulf Coast Business Unit

## Signatures

Robert A. Long                      08/30/2011

\_\_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) RELEASE OF RESTRICTED STOCK UNIT AWARD FOR PERFORMANCE-BASED GRANTS DUE TO RETIREMENT EFFECTIVE AUGUST 26, 2011.
- (3) NOT APPLICABLE.
- (4) RELEASE OF RESTRICTED STOCK UNIT AWARD FOR MARKET-BASED GRANT DUE TO RETIREMENT EFFECTIVE AUGUST 26, 2011.
- (5) RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE FOR TIME-BASED GRANTS. ALL REMAINING RESTRICTED SHARES VESTED DUE TO RETIREMENT EFFECTIVE AUGUST 26, 2011.

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- RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE FOR
- (6) PERFORMANCE-BASED GRANTS. THE RESTRICTED SHARES VESTED DUE TO RETIREMENT EFFECTIVE AUGUST 26, 2011.
  - (7) RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE FOR MARKET-BASED GRANT. THE RESTRICTED SHARES VESTED DUE TO RETIREMENT EFFECTIVE AUGUST 26, 2011.
  - (8) ALL 38,448 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.

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