

HEWITT JOHN R
Form 4
May 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
HEWITT JOHN R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
TULSA, OK 74135

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK (1)	05/01/2012		A		44,150 (2)	A	\$ 0 128,300 D

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

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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)

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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 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 Underlying Security (Instr. 3 and 4)
INCENTIVE STOCK OPTION (RIGHT TO BUY) <u>(1)</u>	\$ 10.19	05/01/2012		D	9,813	<u>(3)</u> 11/17/2021	COMMON STOCK
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY) <u>(1)</u>	\$ 10.19	05/01/2012		D	34,337	<u>(3)</u> 11/17/2021	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEWITT JOHN R 5100 EAST SKELLY DRIVE, SUITE 700 TULSA, OK 74135	X		President & CEO	

Signatures

John R. Hewitt 05/03/2012
 **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 UNITS, EACH UNIT WILL ENTITLE THE REPORTING PERSON TO ONE SHARE OF MATRIX SERVICE COMPANY COMMON STOCK IF AND WHEN THE CONDITIONS OF THE RESTRICTION HAVE BEEN SATISFIED. FOR THIS AWARD, 25% WILL VEST EACH YEAR FOR THE NEXT FOUR YEARS BEGINNING ON NOVEMBER 17, 2012.
- (3) THE STOCK OPTIONS WOULD HAVE BECOME 100% EXERCISABLE ON THE THIRD ANNIVERSARY DATE OF THE GRANT.
 ON NOVEMBER 17, 2011, THE REPORTING PERSON WAS AWARDED 44,150 RESTRICTED STOCK UNITS AND 44,150 STOCK OPTIONS. IT WAS SUBSEQUENTLY DETERMINED THAT, UNDER THE REPORTING PERSON'S OFFER LETTER,
- (4) 100% OF THE AWARD SHOULD HAVE BEEN MADE IN THE FORM OF RESTRICTED STOCK UNITS ONLY. ON MAY 1, 2012, THE STOCK OPTIONS WERE CANCELLED BY MUTUAL AGREEMENT OF THE REPORTING PERSON AND MATRIX SERVICE COMPANY AND REPLACED BY 44,150 RESTRICTED STOCK UNITS.

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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