

Montalbano Joseph F
 Form 4
 October 24, 2012

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 *
 Montalbano Joseph F

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/23/2012

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 COO

TULSA, OK 74135
 (City) (State) (Zip)

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

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 Price (D)		
COMMON STOCK ⁽¹⁾	10/23/2012		A		3,744 ⁽²⁾ \$ 0 ⁽³⁾	D	
COMMON STOCK ⁽¹⁾	10/23/2012		F		952 ⁽⁴⁾ \$ 10.3	D	
COMMON STOCK ⁽¹⁾	10/23/2012		F		1,486 ⁽⁵⁾ \$ 10.3	D	
					89,199		
					88,247		
					86,761 ⁽⁶⁾		

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

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