Edgar Filing: MATRIX SERVICE CO - Form 4

| MATRIX SER | VICE CO | | | | | | | | | |
|--|---|---|--|------------------------|--|---------------------|--|--|--|--|
| Form 4 | | | | | | | | | | |
| November 15, 2 | 2016 | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | OMMISSION | OMB AF OMB | APPROVAL 3235-0287 | |
| Check this b | NOY | Washi | ington, D | .C. 2054 | 19 | | | Number: | | |
| if no longer subject to Section 16. Form 4 or | STATEME | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5 | |
| Form 5 obligations may continue. See Instruction 1(b). 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 Res | ponses) | | | | | | | | | |
| 1. Name and Add MOGG JIM W | son <u>*</u> 2. Issuer N Symbol | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
| | | MATRIX | MATRIX SERVICE CO [MTRX] | | | | (Check all applicable) | | | |
| (Last) 5100 EAST SI DRIVE, SUIT | (Month/Day | 3. Date of Earliest Transaction(Month/Day/Year)11/14/2016 | | | XDirector10% Owner Officer (give titleOther (specify below) below) | | | | | |
| | (Street) | et) 4. If Amendment, Date Or Filed(Month/Day/Year) | | | | | 6. Individual or Jo Applicable Line) _X_ Form filed by C | pint/Group Filing(Check | | |
| TULSA, OK 7 | 4135 | | | | | | Form filed by M Person | | | |
| (City) | (State) (Zij | p) Table I | - Non-Der | ivative Se | curitie | es Acqu | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 1 () | |) | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| COMMON STOCK (1) | 11/14/2016 | | Code V A | Amount 5,240 (2) | (D) A | Price $\$ 0$ (3) | (Instr. 3 and 4) $27,230 (4)$ | 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)

| 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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Title Amoun Underl Securit (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|---|--|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| 1 8 | Director | 10% Owner | Officer | Other | | | |
| MOGG JIM W 5100 EAST SKELLY DRIVE SUITE 100 TULSA, OK 74135 | х | | | | | | |
| Signatures | | | | | | | |
| Jim W. Mogg 11 | /15/2016 | | | | | | |

<u>**</u>Signature of Reporting Person

Date

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 UNIT - EACH UNIT WILL ENTITLE THE REPORTING PERSON TO ONE SHARE OF MATRIX SERVICE (2) COMPANY COMMON STOCK IF AND WHEN THE CONDITIONS OF THE RESTRICTION HAVE BEEN SATISFIED. FOR THIS GRANT, 100% WILL VEST ON THE FIRST ANNIVERSARY DATE.

- (3) NOT APPLICABLE.
- (4) INCLUDES 14,700 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.