SULLIVAN WILLIAM R

Form 4

October 22, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * SULLIVAN WILLIAM R			Symbol		icker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Last)	(First) (Mid	dle) 3. Date of E	arliest Tran	saction	(Check an applicable)			
5100 EAST SKELLY DRIVE, SUITE 700			(Month/Day 10/21/201			Director 10% Owner _X_ Officer (give title Other (specify below) VP Western Business Unit MSI			
(Street)			4. If Amend	ment, Date	Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/	'Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
TULSA, OK 74135									
	(City)	(State) (Zi	p) Table I	- Non-Der	rivative Securities Ac	quired, Disposed of, or Beneficially Owned			
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of 6. Ownership 7. Nature of			
	Security	(Month/Day/Year)	Execution Date, if		onAcquired (A) or	Securities Form: Direct Indirect			
	(Instr. 3)		any	Code	Disposed of (D)	Beneficially (D) or Beneficial			
	COMMON		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4 and 5) (A) or Amount (D) Price	Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
	COMMON	10/21/2010		F	$AAO(2)$ D Φ	17 125 (3) D			

F

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

10/21/2010

STOCK (1)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

47,425 (3)

9.4

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

440 (2) D

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	Ĭ				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						2.1010154010	2410		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SULLIVAN WILLIAM R			VP Western				
5100 EAST SKELLY DRIVE, SUITE 700			Business Unit				
TULSA, OK 74135			MSI				

Signatures

William R.
Sullivan

**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.
- (2) RESTRICTED STOCK UNIT AWARD SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE.
- (3) INCLUDES 33,185 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.

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