MATRIX SERVICE CO

Form 4

February 11, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Montalbano Joseph F			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)			TCE CO [MTRX] ransaction		(Check a	all applicable)		
5100 EAST DRIVE, SUI			(Month/D 02/07/20	•			Director X Officer (give tit low)	tle 0ther below)		
	(Street)			ndment, D nth/Day/Yea	ate Original r)	Ap	Individual or Join plicable Line) Torm filed by One	, ,		
TULSA, OK	74135						Form filed by Morrson	e than One Rep	orting	
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative Securities A	cquire	ed, Disposed of, o	or Beneficially	y Owned	
1.Title of Security		n Date 2A. Der Year) Executi		3. Transact	4. Securities Acquired tionor Disposed of (D)	d (A)	5. Amount of Securities	6. Ownership	7. Nature of Indire	

		Table	, I - 1 (0II-D)	ciivative b	ccuii	nes Acquire	u, Disposeu oi, o	Denencially	Ownea
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. Transactio	4. Securit		quired (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	any (Month/Day/Year)		Code (Instr. 8)	(Instr. 3, 4 and 5)			Beneficially Owned	Form: Direct (D)	Beneficial Ownership
					(A)		Following Reported Transaction(s)	or Indirect (I) (Instr. 4)	(Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIIsu: 4)	
COMMON STOCK (1)	02/07/2014		S	12,510	D	\$ 32.0882 (2)	83,967	D	
COMMON STOCK (1)	02/07/2014		S	2,905	D	\$ 31.0121 (3)	81,062 (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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Montalbano Joseph F 5100 EAST SKELLY DRIVE SUITE 700 TULSA OK 74135			COO				

Signatures

Joseph F.

Montalbano 02/11/2014 **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.

THE PRICE REPORTED IS A WEIGHTED AVERAGE PRICE. THESE SHARES WERE SOLD IN MULTIPLE TRANSACTIONS AT PRICES RANGING FROM \$32.00 TO \$32.405, INCLUSIVE. THE REPORTING PERSON UNDERTAKES TO PROVIDE TO

- (2) MATRIX SERVICE COMPANY, ANY SECURITY HOLDER OF MATRIX SERVICE COMPANY, OR THE STAFF OF THE SECURITIES AND EXCHANGE COMMISSION, UPON REQUEST, FULL INFORMATION REGARDING THE NUMBER OF SHARES SOLD AT EACH SEPARATE PRICE WITHIN THE RANGE SET FORTH.
 - THE PRICE REPORTED IS A WEIGHTED AVERAGE PRICE. THESE SHARES WERE SOLD IN MULTIPLE TRANSACTIONS AT PRICES RANGING FROM \$31.00 TO \$31.035, INCLUSIVE. THE REPORTING PERSON UNDERTAKES TO PROVIDE TO
- (3) MATRIX SERVICE COMPANY, ANY SECURITY HOLDER OF MATRIX SERVICE COMPANY, OR THE STAFF OF THE SECURITIES AND EXCHANGE COMMISSION, UPON REQUEST, FULL INFORMATION REGARDING THE NUMBER OF SHARES SOLD AT EACH SEPARATE PRICE WITHIN THE RANGE SET FORTH.
- (4) INCLUDES 35,696 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.

Reporting Owners 2

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