Carnes Martha Z. Form 4 November 01, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

Expires:

OMB APPROVAL

Number:

January 31, 2005

0.5

Estimated average burden hours per

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

1(b).

STOCK (1)

(Print or Type Responses)

1. Name and Add Carnes Martha	_, _, _,	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) (Mic	dle) 3. Date of E	3. Date of Earliest Transaction						
		(Month/Day	/Year)				_X_ Director		Owner
5100 EAST SI	10/31/201	10/31/2017				Officer (give below)	title Other	er (specify	
DRIVE, SUIT	E 500						below)	below)	
	4. If Amend	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
	Filed(Month	Filed(Month/Day/Year)				Applicable Line)			
							X Form filed by (1 0	
TULSA, OK 7	4135						Person	More than One Re	porting
(City)	(State) (Z	p) Table l	l - Non-Der	ivative Se	curiti	es Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) o	or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported Transaction(s)		
					or		(Instr. 3 and 4)		
G01 (1 (0))			Code V	Amount	(D)	Price	, , , , , , , , , , , , , , , , , , , ,		
COMMON STOCK (1)	10/31/2017		A	8,611	A	\$ 0 (3)	8,611 (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.

(3)

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

(2)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	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)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Carnes Martha Z. 5100 EAST SKELLY DRIVE SUITE 500 TULSA, OK 74135	X					

Signatures

Martha Z. 11/01/2017 Carnes **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 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) ALL SHARES ARE RESTRICTED STOCK OWNED BUT NOT YET RELEASED DUE TO FUTURE VESTING REQUIREMENTS.

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.

Reporting Owners 2