MATRIX SERVICE CO

Form 4

December 21, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Number:

Washington, D.C. 20549

3235-0287 January 31,

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

OMB APPROVAL

Form 5 obligations may continue.

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

response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RYAN JAMES P			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)	3. Date of Earliest Transaction	(
			(Month/Day/Year)	Director 10% Owner		
5100 EAST SKELLY			12/20/2016	_X_ Officer (give title Other (specify		
DRIVE, SUITE 500				below) below)		
DRIVE, SUI	1L 300			President, Matrix Service		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
TULSA, OK	74135			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	ip) Table	I - Non-De	rivative S	ecurities A	Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	(A) or		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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK (1)	12/20/2016		M	9,813	A \$ 10	0.19	63,041 (2)	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.

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

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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. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date Underlyi		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Share
INCENTIVE STOCK OPTION (RIGHT TO BUY) (1)	\$ 10.19	12/20/2016		M	9,813	<u>(3)</u>	11/17/2021	COMMON STOCK (1)	9,81

Dala4: amak:ma

Reporting Owners

Reporting Owner Name / Address	eporting Owner Name / Address			
	Director	10% Owner	Officer	Other

RYAN JAMES P

5100 EAST SKELLY DRIVE

TULSA, OK 74135

President, Matrix Service **SUITE 500**

Signatures

James P. Ryan 12/21/2016 **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.
- (2) INCLUDES 46,213 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.
- (3) THE STOCK OPTION BECAME 100% EXERCISABLE ON THE THIRD ANNIVERSARY DATE OF THE GRANT.
- (4) NOT APPLICABLE.

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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