

MATRIX SERVICE CO  
Form 4  
August 11, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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. Name and Address of Reporting Person \*  
BRADLEY HUGH E

(Last) (First) (Middle)  
1812 REDTALE HAWK  
(Street)  
EDMOND, OK 73003

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MATRIX SERVICE CO [MTRX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/08/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock <sup>(1)</sup>     | 08/08/2006                           |  | M                              |   | 600   | A  | \$ 2.0315                         |
| Common Stock <sup>(1)</sup>     | 08/08/2006                           |  | S                              |   | 600   | D  | \$ 12.27 0                        |
| Common Stock <sup>(1)</sup>     | 08/08/2006                           |  | M                              |   | 92  | A  | \$ 2.0315 92                      |
| Common Stock <sup>(1)</sup>     | 08/08/2006                           |  | S                              |   | 92  | D  | \$ 12.26 0                        |
| Common Stock <sup>(1)</sup>     | 08/08/2006                           |  | M                              |   | 3,799   | A  | \$ 2.0315 3,799                   |
| Common Stock <sup>(1)</sup>     | 08/08/2006                           |  | S                              |   | 3,799   | D  | \$ 12.25 0                        |

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|                         |            |   |        |   |           |        |   |
|-------------------------|------------|---|--------|---|-----------|--------|---|
| Common Stock <u>(1)</u> |            |   |        |   |           |        |   |
| Common Stock <u>(1)</u> | 08/09/2006 | M | 2,245  | A | \$ 2.0315 | 2,245  | D |
| Common Stock <u>(1)</u> | 08/09/2006 | S | 2,245  | D | \$ 12.25  | 0      | D |
| Common Stock <u>(1)</u> | 08/09/2006 | M | 276    | A | \$ 2.0315 | 276    | D |
| Common Stock <u>(1)</u> | 08/09/2006 | S | 276    | D | \$ 12.09  | 0      | D |
| Common Stock <u>(1)</u> | 08/09/2006 | M | 100    | A | \$ 2.0315 | 100    | D |
| Common Stock <u>(1)</u> | 08/09/2006 | S | 100    | D | \$ 12.08  | 0      | D |
| Common Stock <u>(1)</u> | 08/09/2006 | M | 1,100  | A | \$ 2.0315 | 1,100  | D |
| Common Stock <u>(1)</u> | 08/09/2006 | S | 1,100  | D | \$ 12.07  | 0      | D |
| Common Stock <u>(1)</u> | 08/09/2006 | M | 200    | A | \$ 2.0315 | 200    | D |
| Common Stock <u>(1)</u> | 08/09/2006 | S | 200    | D | \$ 12.05  | 0      | D |
| Common Stock <u>(1)</u> | 08/09/2006 | M | 200    | A | \$ 2.0315 | 200    | D |
| Common Stock <u>(1)</u> | 08/09/2006 | S | 200    | D | \$ 12.04  | 0      | D |
| Common Stock <u>(1)</u> | 08/09/2006 | M | 1,388  | A | \$ 2.0315 | 1,388  | D |
| Common Stock <u>(1)</u> | 08/09/2006 | S | 1,388  | D | \$ 12.02  | 0      | D |
| Common Stock <u>(1)</u> | 08/09/2006 | M | 10,000 | A | \$ 2.0625 | 10,000 | D |
| Common Stock <u>(1)</u> | 08/09/2006 | S | 10,000 | D | \$ 12.02  | 0      | 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.**

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(9-02)

**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 2.0315  | 08/08/2006                           |  | M                              | 600   | <u>(2)</u> 10/28/2008                                    | Common Stock <u>(1)</u>                                     | 600                        |                            |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 2.0315  | 08/08/2006                           |  | M                              | 92  | <u>(2)</u> 10/28/2008                                    | Common Stock <u>(1)</u>                                     | 92                         |                            |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 2.0315  | 08/08/2006                           |  | M                              | 3,799   | <u>(2)</u> 10/28/2008                                    | Common Stock <u>(1)</u>                                     | 3,799                      |                            |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 2.0315  | 08/09/2006                           |  | M                              | 2,245   | <u>(2)</u> 10/28/2008                                    | Common Stock <u>(1)</u>                                     | 2,245                      |                            |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 2.0315  | 08/09/2006                           |  | M                              | 276   | <u>(2)</u> 10/28/2008                                    | Common Stock <u>(1)</u>                                     | 276                        |                            |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 2.0315  | 08/09/2006                           |  | M                              | 100   | <u>(2)</u> 10/28/2008                                    | Common Stock <u>(1)</u>                                     | 100                        |                            |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 2.0315  | 08/09/2006                           |  | M                              | 1,100   | <u>(2)</u> 10/28/2008                                    | Common Stock <u>(1)</u>                                     | 1,100                      |                            |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 2.0315  | 08/09/2006                           |  | M                              | 200   | <u>(2)</u> 10/28/2008                                    | Common Stock <u>(1)</u>                                     | 200                        |                            |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 2.0315  | 08/09/2006                           |  | M                              | 200   | <u>(2)</u> 10/28/2008                                    | Common Stock <u>(1)</u>                                     | 200                        |                            |

|   |           |            |   |        |            |            |                            |      |
|---|-----------|------------|---|--------|------------|------------|----------------------------|------|
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(1)</u> | \$ 2.0315 | 08/09/2006 | M | 1,388  | <u>(2)</u> | 10/28/2008 | Common<br>Stock <u>(1)</u> | 1,3  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(1)</u> | \$ 2.0625 | 08/09/2006 | M | 10,000 | <u>(2)</u> | 10/27/2009 | Common<br>Stock <u>(1)</u> | 10,0 |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BRADLEY HUGH E<br>1812 REDTALE HAWK<br>EDMOND, OK 73003 | X             |           |         |       |

## Signatures

Hugh E. Bradley                      08/10/2006  
 \_\_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) The stock options became exercisable in two equal annual installments, commencing one year after the dates of the grants.
- (3) 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.