

Chappelle Philip C
Form 4
August 31, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chappelle Philip C

(Last) (First) (Middle)

10215 E 98TH STREET

(Street)

TULSA, OK 74133

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MATRIX SERVICE CO [MTRX]

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

08/29/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP Risk Management

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock ⁽¹⁾	08/29/2006		M		1,600	A	\$ 2.125	2,400	D
Common Stock ⁽¹⁾	08/29/2006		S		1,600	D	\$ 12.94	800	D
Common Stock ⁽¹⁾	08/29/2006		M		1,600	A	\$ 3.025	2,400	D
Common Stock ⁽¹⁾	08/29/2006		S		1,600	D	\$ 12.94	800	D
Common Stock ⁽¹⁾	08/29/2006		M		1,600	A	\$ 3.7	2,400	D

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Common Stock <u>(1)</u>	08/29/2006	S	1,600	D	\$ 12.94	800	D
Common Stock <u>(1)</u>	08/29/2006	M	3,200	A	\$ 2.4065	4,000	D
Common Stock <u>(1)</u>	08/29/2006	M	500	A	\$ 4.6	4,500	D

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

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SEC 1474
(9-02)

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

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 2.125	08/29/2006		M	1,600	<u>(2)</u> 10/18/2010	Common Stock <u>(1)</u>	1,600
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 2.4065	08/29/2006		M	3,200	<u>(2)</u> 07/11/2010	Common Stock <u>(1)</u>	3,200
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 3.025	08/29/2006		M	1,600	<u>(2)</u> 10/23/2011	Common Stock <u>(1)</u>	1,600
Incentive Stock Option (right to	\$ 3.7	08/29/2006		M	1,600	<u>(2)</u> 10/22/2012	Common Stock <u>(1)</u>	1,600

buy) ⁽¹⁾

Incentive

Stock

Option	\$ 4.6	08/29/2006	M	500	⁽²⁾	10/26/2014	Common Stock ⁽¹⁾	500
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(right to
buy) ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chappelle Philip C 10215 E 98TH STREET TULSA, OK 74133			VP Risk Management	

Signatures

Philip C. Chappelle	08/31/2006
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^{**}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) The stock option becomes exercisable in five equal annual installments, commencing one year after the date of the grant.

(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.

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