MATRIX SERVICE CO
Form 4
November 13, 2006

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Davis Vance R

(Last) (First) (Middle)

3 ALSCOT CIRCLE

(Street)

LANGHORNE, PA 19047

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2006

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 below) _____ Other (specify below)
Vice President - MSICI

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)	11/09/2006		M		1,504	A	$ 3.7	2,604 (2)	D	
Common Stock (1)	11/09/2006		S		1,504	D	$ 15.03	1,100 (2)	D	
Common Stock (1)	11/09/2006		M		3,000	A	$ 12.195	4,100 (2)	D	
Common Stock (1)	11/09/2006		S		3,000	D	$ 15.03	1,100 (2)	D	
Common Stock (1)	11/09/2006		M		1,500	A	$ 4.6	2,600 (2)	D	

Common Stock (1)	11/09/2006	S	1,500	D	$ 15.03	1,100 (2)	D	
Common Stock (1)	11/09/2006	M	1,000	A	$ 8.93	2,100 (2)	D	
Common Stock (1)	11/09/2006	S	1,000	D	$ 15.03	1,100 (2)	D	

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

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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 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. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Stock Option (right to buy) (1)	$ 3.7	11/09/2006		M			1,504	(3)	10/22/2012	Common Stock (1)	1,504	
Incentive Stock Option (right to buy) (1)	$ 4.6	11/09/2006		M			1,500	(3)	10/26/2014	Common Stock (1)	1,500	
Incentive Stock Option (right to buy) (1)	$ 8.93	11/09/2006		M			1,000	(3)	10/21/2015	Common Stock (1)	1,000	
Incentive Stock Option (right to	$ 12.195	11/09/2006		M			3,000	(3)	10/21/2013	Common Stock (1)	3,000	

buy) (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Vance R 3 ALSCOT CIRCLE LANGHORNE, PA 19047			Vice President - MSICI	

Signatures

Vance R. Davis	11/10/2006
**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) Also includes shares of Restricted Stock owned but not yet released.

(3) The stock option becomes exercisable in five equal annual installments, commencing one year after the 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.
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