

DAVIS VANCE REGAN
Form 4
January 26, 2006

FORM 4

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

OMB APPROVAL

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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 *
DAVIS VANCE REGAN

(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)
01/24/2006

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)
VP - MSICI

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 ⁽¹⁾	01/24/2006		M		12,000	A	\$ 2.4065
Common Stock ⁽¹⁾	01/24/2006		S		12,000	D	\$ 10 0
Common Stock ⁽¹⁾	01/24/2006		M		4,000	A	\$ 2.125 4,000
Common Stock ⁽¹⁾	01/24/2006		S		4,000	D	\$ 10 0
Common Stock ⁽¹⁾	01/24/2006		M		4,064	A	\$ 3.025 4,064

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Common Stock <u>(1)</u>	01/24/2006	S	4,064	D	\$ 10	0	D
Common Stock <u>(1)</u>	01/24/2006	M	6,000	A	\$ 3.7	6,000	D
Common Stock <u>(1)</u>	01/24/2006	S	6,000	D	\$ 10	0	D
Common Stock <u>(1)</u>	01/24/2006	M	1,500	A	\$ 4.6	1,500	D
Common Stock <u>(1)</u>	01/24/2006	S	1,500	D	\$ 10	0	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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 2.4065	01/24/2006		M	12,000	<u>(2)</u>	07/11/2010	Common Stock <u>(1)</u>	12,000
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 2.125	01/24/2006		M	4,000	<u>(2)</u>	10/18/2010	Common Stock <u>(1)</u>	4,000
Incentive Stock option (right to buy) <u>(1)</u>	\$ 3.025	01/24/2006		M	4,064	<u>(2)</u>	10/23/2011	Common Stock <u>(1)</u>	4,064
	\$ 3.7	01/24/2006		M	6,000	<u>(2)</u>	10/22/2012		6,000

Incentive Stock Option (right to buy) <u>(1)</u>								Common Stock <u>(1)</u>	
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 4.6	01/24/2006	M	1,500	<u>(2)</u>	10/26/2014	Common Stock <u>(1)</u>	1,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS VANCE REGAN 3 ALSCOT CIRCLE LANGHORNE, PA 19047			VP - MSICI	

Signatures

Vance R. Davis	01/26/2006
<u> </u> 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) These stock options become exercisable in five equal annual installments, commencing one year after the grant date.
- (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.