

MATRIX SERVICE CO
Form 4
August 11, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 ⁽¹⁾	08/08/2006		M		600 \$ 2.0315	D	
Common Stock ⁽¹⁾	08/08/2006		S		600 \$ 12.27	D	
Common Stock ⁽¹⁾	08/08/2006		M		92 \$ 2.0315	D	
Common Stock ⁽¹⁾	08/08/2006		S		92 \$ 12.26	D	
Common Stock ⁽¹⁾	08/08/2006		M		3,799 \$ 2.0315	D	
Common Stock ⁽¹⁾	08/08/2006		S		3,799 \$ 12.25	D	

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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.

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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)**

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

Reporting Owners

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

Signatures

Hugh E. Bradley	08/10/2006
<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) The stock options became exercisable in two equal annual installments, commencing one year after the dates of the grants.
- (3) Not applicable

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