

SULLIVAN WILLIAM R  
 Form 3  
 October 21, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
 OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â SULLIVAN WILLIAM R		(Month/Day/Year)	MATRIX SERVICE CO [MTRX]	
(Last)	(First)	(Middle)	08/01/2008	
500 WEST COLLINS AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ORANGE,Â CAÂ 92867-5510			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP WESTERN BUS UNIT MSI	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON STOCK <sup>(1)</sup>	20,149 <sup>(3)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

				Shares		(1) (Instr. 5)	
INCENTIVE STOCK OPTION (RIGHT TO BUY) <sup>(1)</sup>	Â <sup>(2)</sup>	10/18/2010	COMMON STOCK <sup>(1)</sup>	5,000	\$ 2.125	D	Â
INCENTIVE STOCK OPTION (RIGHT TO BUY) <sup>(1)</sup>	Â <sup>(2)</sup>	10/23/2011	COMMON STOCK <sup>(1)</sup>	5,000	\$ 3.025	D	Â
INCENTIVE STOCK OPTION (RIGHT TO BUY) <sup>(1)</sup>	Â <sup>(2)</sup>	10/22/2012	COMMON STOCK <sup>(1)</sup>	5,000	\$ 3.7	D	Â
INCENTIVE STOCK OPTION (RIGHT TO BUY) <sup>(1)</sup>	Â <sup>(2)</sup>	10/21/2013	COMMON STOCK <sup>(1)</sup>	17,000	\$ 12.195	D	Â
INCENTIVE STOCK OPTION (RIGHT TO BUY) <sup>(1)</sup>	Â <sup>(2)</sup>	10/26/2014	COMMON STOCK <sup>(1)</sup>	5,000	\$ 4.6	D	Â
INCENTIVE STOCK OPTION (RIGHT TO BUY) <sup>(1)</sup>	Â <sup>(2)</sup>	10/21/2015	COMMON STOCK <sup>(1)</sup>	5,000	\$ 8.93	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN WILLIAM R 500 WEST COLLINS AVENUE ORANGE, CA 92867-5510	Â	Â	Â VP WESTERN BUS UNIT MSI	Â

## Signatures

WILLIAM R. SULLIVAN 10/21/2008

<sup>(1)</sup>Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 INCENTIVE STOCK OPTION BECOMES EXERCISABLE IN FIVE EQUAL ANNUAL INSTALLMENTS, COMMENCING ONE YEAR AFTER THE DATE OF THE GRANT.
- (3) INCLUDES SHARES OF RESTRICTED STOCK OWENED BUT NOT YET RELEASED.

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.