Smith Lansing G Form 4 April 05, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

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3235-0287

January 31,

2005

0.5

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Form 5 obligations may continue. See Instruction 1(b).

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Smith Lansing G Issuer Symbol MATRIX SERVICE CO [MTRX] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 5100 EAST SKELLY DRIVE, 04/01/2010 below) **SUITE 700** VP Fab, Eng & Procurement (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **TULSA, OK 74135** Person

(City)	(State)	(Zip)	Γable I - Non-	Der	ivative Se	curitio	es Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	Date 2A. Deemed ear) Execution Da any (Month/Day/	Code	Transactio Code		4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
COMMON STOCK (1)	04/01/2010		Code D	V	Amount 2,511 (2)	or (D) D	Price \$ 0	(Instr. 3 and 4) 14,007	D		
COMMON STOCK (1)	$\alpha / (\alpha + \beta / 2\alpha + \alpha)$		D		4,120 (2)	D	\$0	9,887	D		
COMMON STOCK (1)	-04/01/2010		D		4,000 (2)	D	\$0	5,887	D		
COMMON STOCK (1)	04/01/2010		D		3,500 (2)	D	\$0	2,387 (3)	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	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of (Month/Derivative) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Under Securi	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Smith Lansing G 5100 EAST SKELLY DRIVE, SUITE 700 TULSA, OK 74135

VP Fab, Eng & Procurement

Signatures

Lansing G. 04/05/2010 Smith

**Signature of Date
Reporting Person

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) RESTRICTED STOCK UNIT AWARDS SHARES DISPOSED AS TIME RESTRICTIONS WERE NOT MET SINCE INDIVIDUAL IS NO LONGER EMPLOYED WITH THE COMPANY.
- (3) SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.

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.

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