

AUSTIN NANCY E

Form 4

August 29, 2018

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AUSTIN NANCY E

2. Issuer Name **and** Ticker or Trading
Symbol

MATRIX SERVICE CO [MTRX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5100 EAST SKELLY
DRIVE, SUITE 500

(Street)

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

08/27/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP, Strategic Services & Admin

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

TULSA, OK 74135

(City) (State) (Zip)

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| COMMON STOCK <u>(1)</u> | 08/27/2018 | | A | Amount 5,756 <u>(2)</u> | (A) or (D) A \$ 0 <u>(3)</u> | Price 47,835 | D |
| COMMON STOCK <u>(1)</u> | 08/27/2018 | | A | 1,271 <u>(4)</u> | A \$ 0 <u>(3)</u> | 49,106 | D |
| COMMON STOCK <u>(1)</u> | 08/29/2018 | | F | 522 <u>(5)</u> | D \$ 21.325 | 48,584 <u>(6)</u> | D |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

number.

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor 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 |
| AUSTIN NANCY E 5100 EAST SKELLY DRIVE SUITE 500 TULSA, OK 74135 | | | VP, Strategic Services & Admin | |

Signatures

Nancy E. Austin 08/29/2018

_____*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.

RESTRICTED STOCK UNIT - EACH UNIT WILL ENTITLE THE REPORTING PERSON TO ONE SHARE OF MATRIX SERVICE COMPANY COMMON STOCK IF AND WHEN THE CONDITIONS OF THE RESTRICTION HAVE BEEN SATISFIED. FOR THIS GRANT, 25% WILL VEST EACH YEAR FOR THE NEXT FOUR YEARS ON THE ANNIVERSARY DATES.

(3) NOT APPLICABLE.

RESTRICTED STOCK UNIT - EACH UNIT WILL ENTITLE THE REPORTING PERSON TO ONE SHARE OF MATRIX SERVICE COMPANY COMMON STOCK IF AND WHEN THE CONDITIONS OF THE RESTRICTION HAVE BEEN SATISFIED. THIS AWARD WAS EARNED UNDER THE COMPANY'S SHORT-TERM INCENTIVE COMPENSATION PLAN FOR FISCAL 2018 SAFETY PERFORMANCE AND WILL VEST ON THE FIRST ANNIVERSARY DATE OF THE AWARD.

(5) RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR TIME-BASED GRANT.

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(6) INCLUDES 33,052 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.

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