

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: February 28, 2011
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* SULLIVAN WILLIAM R	2. Issuer Name and Ticker or Trading Symbol MATRIX SERVICE CO MTRX	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ____ Other (specify below) VP <u>Western Business Unit</u> MSI
(Last) (First) (Middle) 5100 E. SKELLY DRIVE STE 700	3. Date of Earliest Transaction (Month/Day/Year) 10/23/2009	
(Street) TULSA OK 74135	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
(City) (State) (Zip)	Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	10/23/ 2009		A		1,100 (2)	A	\$0.00 (6)	33,336	D	
Common Stock (1)	10/23/ 2009		A		5,000 (3)	A	\$0.00 (6)	38,336	D	
Common Stock (1)	10/23/ 2009		F		393 (4)	D	\$9.56	37,943	D	
Common Stock (1)	10/23/ 2009		F		78 (5)	D	\$9.56	37,865 (7)	D	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**Persons who respond to the collection of information contained
in this form are not required to respond unless the form displays
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FORM 4 (continued)

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. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
								Date Exercisable	Expiration Date						
				Code	V	(A)	(D)								

Explanation of Responses:

See attached "FOOTNOTES" page.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

William R. Sullivan
** Signature of Reporting Person

10/27/2009
Date

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.

- 1 Matrix Service Company Common Stock
- 2 Release of Restricted Stock Unit award as predetermined performance criteria was met.
- 3 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, 20% will vest each year for the next five years on the anniversary dates.
- 4 Restricted Stock Unit award - shares disposed to satisfy tax obligation due on vest date for performance based grant.
- 5 Restricted Stock Unit award - shares disposed to satisfy tax obligation due on vest date for time based grant.
- 6 Not applicable
- 7 Includes 22,425 shares of Matrix Service Company Common Stock owned outright.