

AUSTIN GEORGE LESLIE
 Form 4
 January 10, 2006

FORM 4

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

OMB APPROVAL

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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 *
 AUSTIN GEORGE LESLIE

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)
 10701 E UTE ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/06/2006

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

TULSA, OK 74116

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	01/06/2006		M	4,000	A \$ 1.875	12,000	D
Common Stock ⁽¹⁾	01/06/2006		S	4,000	D \$ 10	8,000	D
Common Stock ⁽¹⁾	01/06/2006		M	3,800	A \$ 2.125	11,800	D
Common Stock ⁽¹⁾	01/06/2006		S	3,800	D \$ 10	8,000	D
Common Stock ⁽¹⁾	01/06/2006		M	1,200	A \$ 2.125	9,200	D

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Common Stock <u>(1)</u>	01/06/2006	M	4,000	A	\$ 3.025	13,200	D
Common Stock <u>(1)</u>	01/06/2006	M	1,662	A	\$ 3.7	14,862	D
Common Stock <u>(1)</u>	01/06/2006	M	1,338	A	\$ 3.7	16,200	D
Common Stock <u>(1)</u>	01/06/2006	M	1,349	A	\$ 4.6	17,549	D
Common Stock <u>(1)</u>	01/06/2006	M	6,651	A	\$ 4.6	24,200	D
Common Stock <u>(1)</u>	01/06/2006	M	1,800	A	\$ 4.6	26,000	D

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

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(9-02)

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. Amount or Number of Shares
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 1.875	01/06/2006		M	4,000	<u>(2)</u> 04/21/2009	Common Stock <u>(1)</u>	4,000
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 2.125	01/06/2006		M	3,800	<u>(2)</u> 10/18/2010	Common Stock <u>(1)</u>	3,800
Incentive Stock	\$ 2.125	01/06/2006		M	1,200	<u>(2)</u> 10/18/2010	Common Stock <u>(1)</u>	1,200

Option
(right to
buy) (1)

Incentive
Stock

Option (right to buy) <u>(1)</u>	\$ 3.025	01/06/2006	M	4,000	<u>(2)</u>	10/23/2011	Common Stock <u>(1)</u>	4,000
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Incentive
Stock

Option (right to buy) <u>(1)</u>	\$ 3.7	01/06/2006	M	1,662	<u>(2)</u>	10/22/2012	Common Stock <u>(1)</u>	1,662
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Incentive
Stok

Option (right to buy) <u>(1)</u>	\$ 3.7	01/06/2006	M	1,338	<u>(2)</u>	10/22/2012	Common Stock <u>(1)</u>	1,338
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Incentive
Stock

Option (right to buy) <u>(1)</u>	\$ 4.6	01/06/2006	M	1,349	<u>(2)</u>	10/26/2014	Common Stock <u>(1)</u>	1,349
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Incentive
Stock

Option (right to buy) <u>(1)</u>	\$ 4.6	01/06/2006	M	6,651	<u>(2)</u>	10/26/2014	Common Stock <u>(1)</u>	6,651
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Incentive
Stock

Option (right to buy) <u>(1)</u>	\$ 4.6	01/06/2006	M	1,800	<u>(2)</u>	10/26/2014	Common Stock <u>(1)</u>	1,800
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AUSTIN GEORGE LESLIE 10701 E UTE ST TULSA, OK 74116			CFO	

Signatures

George L. Austin	01/10/2006
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__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 option became exercisable in five equal annual installments, commencing one year after the date of the grant.
- (3) Not applicable.

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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