

MATRIX SERVICE CO  
Form 4  
August 11, 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 \*  
BRADLEY HUGH E

(Last) (First) (Middle)  
1812 REDTALE HAWK  
(Street)  
EDMOND, OK 73003

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MATRIX SERVICE CO [MTRX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/08/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	08/08/2006		M		600	A	\$ 2.0315
Common Stock <sup>(1)</sup>	08/08/2006		S		600	D	\$ 12.27 0
Common Stock <sup>(1)</sup>	08/08/2006		M		92	A	\$ 2.0315 92
Common Stock <sup>(1)</sup>	08/08/2006		S		92	D	\$ 12.26 0
Common Stock <sup>(1)</sup>	08/08/2006		M		3,799	A	\$ 2.0315 3,799
Common Stock <sup>(1)</sup>	08/08/2006		S		3,799	D	\$ 12.25 0

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Common Stock <u>(1)</u>							
Common Stock <u>(1)</u>	08/09/2006	M	2,245	A	\$ 2.0315	2,245	D
Common Stock <u>(1)</u>	08/09/2006	S	2,245	D	\$ 12.25	0	D
Common Stock <u>(1)</u>	08/09/2006	M	276	A	\$ 2.0315	276	D
Common Stock <u>(1)</u>	08/09/2006	S	276	D	\$ 12.09	0	D
Common Stock <u>(1)</u>	08/09/2006	M	100	A	\$ 2.0315	100	D
Common Stock <u>(1)</u>	08/09/2006	S	100	D	\$ 12.08	0	D
Common Stock <u>(1)</u>	08/09/2006	M	1,100	A	\$ 2.0315	1,100	D
Common Stock <u>(1)</u>	08/09/2006	S	1,100	D	\$ 12.07	0	D
Common Stock <u>(1)</u>	08/09/2006	M	200	A	\$ 2.0315	200	D
Common Stock <u>(1)</u>	08/09/2006	S	200	D	\$ 12.05	0	D
Common Stock <u>(1)</u>	08/09/2006	M	200	A	\$ 2.0315	200	D
Common Stock <u>(1)</u>	08/09/2006	S	200	D	\$ 12.04	0	D
Common Stock <u>(1)</u>	08/09/2006	M	1,388	A	\$ 2.0315	1,388	D
Common Stock <u>(1)</u>	08/09/2006	S	1,388	D	\$ 12.02	0	D
Common Stock <u>(1)</u>	08/09/2006	M	10,000	A	\$ 2.0625	10,000	D
Common Stock <u>(1)</u>	08/09/2006	S	10,000	D	\$ 12.02	0	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)**

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 2.0315	08/08/2006		M	600	<u>(2)</u>	10/28/2008	Common Stock <u>(1)</u>	600
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 2.0315	08/08/2006		M	92	<u>(2)</u>	10/28/2008	Common Stock <u>(1)</u>	92
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 2.0315	08/08/2006		M	3,799	<u>(2)</u>	10/28/2008	Common Stock <u>(1)</u>	3,799
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 2.0315	08/09/2006		M	2,245	<u>(2)</u>	10/28/2008	Common Stock <u>(1)</u>	2,245
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 2.0315	08/09/2006		M	276	<u>(2)</u>	10/28/2008	Common Stock <u>(1)</u>	276
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 2.0315	08/09/2006		M	100	<u>(2)</u>	10/28/2008	Common Stock <u>(1)</u>	100
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 2.0315	08/09/2006		M	1,100	<u>(2)</u>	10/28/2008	Common Stock <u>(1)</u>	1,100
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 2.0315	08/09/2006		M	200	<u>(2)</u>	10/28/2008	Common Stock <u>(1)</u>	200
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 2.0315	08/09/2006		M	200	<u>(2)</u>	10/28/2008	Common Stock <u>(1)</u>	200

Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 2.0315	08/09/2006	M	1,388	<u>(2)</u>	10/28/2008	Common Stock <u>(1)</u>	1,3
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 2.0625	08/09/2006	M	10,000	<u>(2)</u>	10/27/2009	Common Stock <u>(1)</u>	10,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY HUGH E 1812 REDTALE HAWK EDMOND, OK 73003		X		

## Signatures

Hugh E. Bradley	08/10/2006
<u>    </u> 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 options became exercisable in two equal annual installments, commencing one year after the dates of the grants.
- (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. 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.