

DURKIN KEVIN A

Form 3

October 21, 2008

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â DURKIN KEVIN A

(Last) (First) (Middle)

500 WEST COLLINS AVENUE

(Street)

ORANGE,Â CAÂ 92867-5510

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/01/2008

3. Issuer Name **and** Ticker or Trading Symbol
MATRIX SERVICE CO [MTRX]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

VP BUS DEVELOPMENT MSI

5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)COMMON STOCK ⁽¹⁾10,561 ⁽³⁾

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Exercisable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	Â ⁽²⁾	10/21/2013	COMMON STOCK ⁽¹⁾	5,000	\$ 12.195	D	Â
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	Â ⁽²⁾	10/26/2014	COMMON STOCK ⁽¹⁾	2,000	\$ 4.6	D	Â
INCENTIVE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	Â ⁽²⁾	10/21/2015	COMMON STOCK ⁽¹⁾	2,000	\$ 8.93	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
DURKIN KEVIN A 500 WEST COLLINS AVENUE ORANGE, CA 92867-5510	Â	Â	Â VP BUS DEVELOPMENT MSI	Â	

Signatures

KEVIN A.
DURKIN

10/21/2008

^{**}Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 INCENTIVE STOCK OPTION BECOMES EXERCISABLE IN FIVE EQUAL ANNUAL INSTALLMENTS, COMMENCING ONE YEAR AFTER THE DATE OF THE GRANT.

(3) INCLUDES SHARES OF RESTRICTED STOCK OWNED BUT NOT YET RELEASED.

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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