

MATRIX SERVICE CO

Reported by
BENNETT RICK J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/27/17 for the Period Ending 10/27/17

Address	5100 EAST SKELLY DRIVE SUITE 500 TULSA, OK, 74135
Telephone	9188388822
CIK	0000866273
Symbol	MTRX
SIC Code	1700 - Construction-Special Trade Contractors
Industry	Oil Related Services and Equipment
Sector	Energy
Fiscal Year	06/30

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 or Section 30(h) of the Investment Company Act of 1940

Table with 3 main columns: 1. Name and Address of Reporting Person (BENNETT RICK J, 5100 EAST SKELLY DRIVE, SUITE 500, TULSA, OK 74135); 2. Issuer Name and Ticker or Trading Symbol (MATRIX SERVICE CO [MTRX]); 3. Date of Earliest Transaction (10/27/2017); 4. If Amendment, Date Original Filed; 5. Relationship of Reporting Person(s) to Issuer (VP & Chief Information Officer); 6. Individual or Joint/Group Filing.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table with 8 columns: 1. Title of Security, 2. Trans. Date, 3. Trans. Code, 4. Securities Acquired (A) or Disposed of (D), 5. Amount of Securities Beneficially Owned, 6. Ownership Form, 7. Nature of Indirect Beneficial Ownership, 8. Nature of Indirect Beneficial Ownership. Row 1: COMMON STOCK, 10/27/2017, F, 323, D, \$13.90, 16306, D.

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

Table with 11 columns: 1. Title of Derivate Security, 2. Conversion or Exercise Price of Derivative Security, 3. Trans. Date, 4. Trans. Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Securities Underlying Derivative Security, 8. Price of Derivative Security, 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s), 10. Ownership Form of Derivative Security, 11. Nature of Indirect Beneficial Ownership.

Explanation of Responses:

- (1) MATRIX SERVICE COMPANY COMMON STOCK.
- (2) RESTRICTED STOCK UNIT AWARD - SHARES DISPOSED TO SATISFY TAX OBLIGATION DUE ON VEST DATE FOR TIME-BASED GRANT.
- (3) INCLUDES 3,891 SHARES OF MATRIX SERVICE COMPANY COMMON STOCK OWNED OUTRIGHT.

Reporting Owners

Table with 5 columns: Reporting Owner Name / Address, Director, 10% Owner, Officer, Other. Row 1: BENNETT RICK J, 5100 EAST SKELLY DRIVE, SUITE 500, TULSA, OK 74135, VP & Chief Information Officer.

Signatures

Rick J. Bennett 10/27/2017

**Signature of Reporting Person

Date

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).

** 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.

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.