

Downs Nancy E
Form 3
January 11, 2006

FORM 3

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

OMB APPROVAL

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**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 *

Downs Nancy E

(Last) (First) (Middle)

10701 E UTE STREET

(Street)

TULSA, OK 74116

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/04/2006

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)
Vice President/Human Resources

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)

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 Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Incentive Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	10/23/2011	Common Stock ⁽¹⁾	2,800	\$ 3.025	D	Â
Incentive Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	10/22/2012	Common Stock ⁽¹⁾	3,200	\$ 3.7	D	Â
Incentive Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	10/21/2013	Common Stock ⁽¹⁾	4,400	\$ 12.195	D	Â
Incentive Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	10/26/2014	Common Stock ⁽¹⁾	2,500	\$ 4.6	D	Â
Incentive Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	08/17/2015	Common Stock ⁽¹⁾	5,000	\$ 5.49	D	Â
Incentive Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	10/21/2015	Common Stock ⁽¹⁾	5,000	\$ 8.93	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Downs Nancy E 10701 E UTE STREET TULSA,Â OKÂ 74116	Â	Â	Â Vice President/Human Resources	Â	

Signatures

Nancy E. Downs 01/11/2006

⁽¹⁾Signature of Date
Reporting Person

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 stock option becomes exercisable in five equal annual installments, commencing one year after the date of the grant.

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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