

BOGAN JAMES A JR  
Form 4  
April 11, 2007

**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 \*  
BOGAN JAMES A JR

(Last) (First) (Middle)  
10 WOODFORD LANE  
(Street)

MALVERN, PA 19355

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/09/2007

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)  
President - MSICI

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock <sup>(1)</sup>	04/09/2007		M		15,000 A \$ 12.195	16,650 <sup>(2)</sup>	D
Common Stock <sup>(1)</sup>	04/09/2007		S		15,000 D \$ 25.0016	1,650 <sup>(2)</sup>	D
Common Stock <sup>(1)</sup>	04/09/2007		M		2,000 A \$ 4.6	3,650 <sup>(2)</sup>	D
Common Stock <sup>(1)</sup>	04/09/2007		S		2,000 D \$ 25.0016	1,650 <sup>(2)</sup>	D
Common Stock <sup>(1)</sup>	04/09/2007		M		1,500 A \$ 8.93	3,150 <sup>(2)</sup>	D

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Common Stock <sup>(1)</sup> 04/09/2007 S 1,500 D \$ 25.0016 1,650 <sup>(2)</sup> 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$ 4.6	04/09/2007		M	2,000	<sup>(3)</sup> 10/26/2014	Common Stock <sup>(1)</sup>	2,000	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$ 8.93	04/09/2007		M	1,500	<sup>(3)</sup> 10/21/2015	Common Stock <sup>(1)</sup>	1,500	
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$ 12.195	04/09/2007		M	15,000	<sup>(3)</sup> 10/21/2013	Common Stock <sup>(1)</sup>	15,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOGAN JAMES A JR 10 WOODFORD LANE MALVERN, PA 19355			President - MSICI	

## Signatures

James A. Bogan

04/11/2007

\*\*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) Includes shares of Restricted Stock owned but not yet released.
  - (3) The Stock Option becomes exercisable in five equal annual installments, commencing one year after the date of the grant.
  - (4) Not applicable.

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