

MATRIX SERVICE CO
Form 4
October 05, 2005

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 *
TONTINE CAPITAL PARTNERS L
P

(Last) (First) (Middle)

C/O TONTINE CAPITAL
MANAGEMENT, L.L.C., 55
RAILROAD AVENUE, 3RD
FLOOR

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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, \$0.01 par value | 10/03/2005 | | P | | 1,153,846 | A | \$ 6.5 |
| | | | | | | | 3,306,409 |
| | | | | | | | D ⁽¹⁾ |
| Common Stock, \$0.01 par value | 10/03/2005 | | P | | 1,153,846 | A | \$ 6.5 |
| | | | | | | | 3,306,409 |
| | | | | | | | I |
| | | | | | | | See footnote ⁽¹⁾ |
| Common Stock, | 10/03/2005 | | P | | 1,153,846 | A | \$ 6.5 |
| | | | | | | | 3,306,409 |
| | | | | | | | I |
| | | | | | | | See footnote |

\$0.01 par value

(1)

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

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TONTINE CAPITAL PARTNERS L P
C/O TONTINE CAPITAL MANAGEMENT, L.L.C.
55 RAILROAD AVENUE, 3RD FLOOR
GREENWICH, CT 06830

X

TONTINE CAPITAL MANAGEMENT LLC
C/O TONTINE CAPITAL MANAGEMENT, L.L.C.
55 RAILROAD AVENUE, 3RD FLOOR
GREENWICH, CT 06830

X

GENDELL JEFFREY L ET AL
C/O TONTINE CAPITAL MANAGEMENT, L.L.C.
55 RAILROAD AVENUE, 3RD FLOOR
GREENWICH, CT 06830

X

Signatures

Tontine Capital Partners, L.P., By: its General Partner, Tontine Capital Management, L.L.C.,
By: its Managing Member, /s/ Jeffrey L. Gendell

10/05/2005

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| Tontine Capital Management, L.L.C. By: its Managing Member /s/ Jeffrey L. Gendell, Managing Member | 10/05/2005 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Jeffrey L. Gendell | 10/05/2005 |
| <u>Signature of Reporting Person</u> | 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).

This report is filed jointly by Tontine Capital Partners, L.P. ("TCP"), a Delaware limited partnership, Tontine Capital Management, L.L.C. ("TCM"), a Delaware limited liability company, and Jeffrey L. Gendell. TCP directly owns 3,306,409 shares of Common Stock. (1) TCM is the general partner of TCP and indirectly owns 3,306,409 shares of Common Stock. Mr. Gendell is the managing member of TCM and indirectly owns 3,306,409 shares of Common Stock. TCM and Mr. Gendell disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest. As defined under Section 13(d) of the Securities and Exchange Act of 1934, as amended, TCP, TCM and Mr. Gendell are part of a group.

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.