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LACKEY PAUL K

Form 4

February 21, 2003

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
- Name and Address of Reporting Person(s) Lackey, Paul K.
 4502 East 41st Street, Suite 3B33

Tulsa, OK 74135

- Issuer Name and Ticker or Trading Symbol Matrix Service Company (MTRX)
- 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
- 4. Statement for Month/Year 02/03
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [X] Director [] 10% Owner
 - [] Officer (give title below) [] Other (specify below)
- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - [X] Form filed by One Reporting Person
 - [] Form filed by More than One Reporting Person

Table I	Non-Derivative	Securities	Acquired,	Disposed	of,	or	Beneficially O	wned
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1) Title of Security	2)Trans- action		4.Securities or Disposed of	*
	Date	Code		A
	(Month/			or
	Day/Year)	Code V	Amount	D Price

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1)Title of Derivative Security	2)Conversion or Exercise Price of Derivative	3)Trans- action Date	4)Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)		
	Security		Code V	A	O	
Non-Qualified Stock Option (right to buy)	\$6.050					
Non-Oualified Stock Option	\$7.400					

Non-Qualified Stock Option \$7.400 (right to buy)

Non-Qualified Stock Option \$4.250

(right to buy)

Phantom Shares 02/20/03 A 173

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Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 1) Title of Derivative 3) Trans- 7) Title and Amount 8)Price Security action of Underlying of Deri-Date Securities vative Amount or Security Number of Title Shares _____ Non-Qualified Stock Option Common Stock 5,000 (right to buy) Non-Qualified Stock Option Common Stock 5,000 (right to buy) Common Stock Non-Qualified Stock Option 5,000 (right to buy) 02/20/03 Common Stock 173 Phantom Shares

SIGNATURE OF REPORTING PERSON /S/ Lackey, Paul K.
DATE 02/21/03