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NEWMEISTER JOHN

Form 4

March 03, 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) Newmeister, John S. 10701 East Ute Street

Tulsa, OK 74116-1517

- 2. 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

to buy) (1)

- 5. If Amendment, Date of Original (Month/Year) 02/25/03
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [] Director [] 10% Owner
 - [X] Officer (give title below) [] Other (specify below)
 SVP Sales/Mktg
- 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 Owned

| 1) Title of Security | 2)Trans- action Date (Month/ Day/Year) | | 4. Securities Acquired(A) or Disposed of (D) A or Amount D Price | | 0) |
|--|--|-------------|---|---|--------------------------------|
| Common Stock (1) Common Stock (1) Common Stock (1) | 02/24/03 02/24/03 02/28/03 | M S M | 5,800 5,800 5,000 | D | \$3.625 \$10.000 \$3.625 |

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 | D |
| Incentive Stock Option (right | \$3.625 | 02/24/03 | М | | 5,800 |
| to buy) (1) Incentive Stock Option (right | \$3.625 | 02/28/03 | M | | 5,000 |

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Incentive Stock Option (right \$4.250 to buy)
Incentive Stock Option (right \$4.375 to buy)
Incentive Stock Option (right \$4.813 to buy)
Incentive Stock Option (right \$6.050 to buy)
Incentive Stock Option (right \$7.400 to buy)

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

| 1)Title of Derivative Security | 3)Trans- action Date | 7) Title and Amount of Underlying Securities | Amount or Number of Shares | 8)Price of Deri- vative Security |
|--|----------------------------|--|----------------------------------|---|
| | | | | |
| <pre>Incentive Stock Option (right to buy) (1)</pre> | 02/24/03 | Common Stock | 5,800 | |
| Incentive Stock Option (right to buy) (1) | 02/28/03 | Common Stock | 5,000 | |
| Incentive Stock Option (right to buy) | | Common Stock | 5,000 | |
| Incentive Stock Option (right to buy) | | Common Stock | 4,000 | |
| Incentive Stock Option (right to buy) | | Common Stock | 15,000 | |
| Incentive Stock Option (right to buy) | | Common Stock | 5,000 | |
| Incentive Stock Option (right to buy) | | Common Stock | 5,000 | |

SIGNATURE OF REPORTING PERSON /S/ Newmeister, John S. DATE 03/03/03