**AUSTIN NANCY E** 

Form 4

October 27, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number: Expires:

January 31, 2005

0.5

Estimated average burden hours per

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * AUSTIN NANCY E			Symbol		Ticker or Trading  ICE CO [MTRX]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction						
5100 E. SKELLY DRIVE STE 700			(Month/D 10/23/20	•		Director X Officer (giv below)	ve title 0th below) Human Resource	er (specify	
		4. If Ame	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check				
TULSA, OK		Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities Acc	quired, Disposed (	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		emed on Date, if	3. Transaction Code	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	

russe ration between the security of the secur									
1.Title of Security	2. Transaction Date (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of			Securities	6. Ownership Form: Direct	Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3, 4 and 5)			Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					(A) or	D.	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	10/23/2009		Code V A	Amount 1,100 (2)	(D)	Price \$ 0 (6)	13,152	D	
Common Stock (1)	10/23/2009		A	4,500 (3)	A	\$ 0 (6)	17,652	D	
Common Stock (1)	10/23/2009		F	70 (4)	D	\$ 9.56	17,582	D	
Common Stock (1)	10/23/2009		F	351 <u>(5)</u>	D	\$ 9.56	17,231 <u>(7)</u>	D	

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

#### Edgar Filing: AUSTIN NANCY E - Form 4

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**AUSTIN NANCY E** 5100 E. SKELLY DRIVE STE 700 **TULSA, OK 74135** 

**VP Human Resources** 

## **Signatures**

Nancy E. Austin 10/27/2009 \*\*Signature of Date Reporting Person

#### **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) Release of Restricted Stock Unit award as predetermined performance criteria was met.
- Restricted Stock Unit each unit will entitle the reporting person to one share of Matrix Service Company Common Stock if and when (3) the conditions of the restriction have been satisfied. For this grant, 20% will vest each year for the next five years on the anniversary dates.
- (4) Restricted Stock Unit award shares disposed to satisfy tax obligation due on vest date for time based grant.
- Restricted Stock Unit award shares disposed to satisfy tax obligation due on vest date for performance based grant.
- (6) Not applicable.

Reporting Owners 2

#### Edgar Filing: AUSTIN NANCY E - Form 4

(7) Includes 2,891 shares of Matrix Service Company Common Stock owned outright.

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.