

AUSTIN GEORGE LESLIE
 Form 4
 January 10, 2006

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 *
 AUSTIN GEORGE LESLIE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 10701 E UTE ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/06/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO

TULSA, OK 74116
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 01/06/2006 | | M | 4,000 | A \$ 1.875 | 12,000 | D |
| Common Stock ⁽¹⁾ | 01/06/2006 | | S | 4,000 | D \$ 10 | 8,000 | D |
| Common Stock ⁽¹⁾ | 01/06/2006 | | M | 3,800 | A \$ 2.125 | 11,800 | D |
| Common Stock ⁽¹⁾ | 01/06/2006 | | S | 3,800 | D \$ 10 | 8,000 | D |
| Common Stock ⁽¹⁾ | 01/06/2006 | | M | 1,200 | A \$ 2.125 | 9,200 | D |

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| | | | | | | | |
|-------------------------|------------|---|-------|---|----------|--------|---|
| Common Stock <u>(1)</u> | 01/06/2006 | M | 4,000 | A | \$ 3.025 | 13,200 | D |
| Common Stock <u>(1)</u> | 01/06/2006 | M | 1,662 | A | \$ 3.7 | 14,862 | D |
| Common Stock <u>(1)</u> | 01/06/2006 | M | 1,338 | A | \$ 3.7 | 16,200 | D |
| Common Stock <u>(1)</u> | 01/06/2006 | M | 1,349 | A | \$ 4.6 | 17,549 | D |
| Common Stock <u>(1)</u> | 01/06/2006 | M | 6,651 | A | \$ 4.6 | 24,200 | D |
| Common Stock <u>(1)</u> | 01/06/2006 | M | 1,800 | A | \$ 4.6 | 26,000 | D |

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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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option (right to buy) <u>(1)</u> | \$ 1.875 | 01/06/2006 | | M | 4,000 | <u>(2)</u> 04/21/2009 | Common Stock <u>(1)</u> | 4,000 |
| Incentive Stock Option (right to buy) <u>(1)</u> | \$ 2.125 | 01/06/2006 | | M | 3,800 | <u>(2)</u> 10/18/2010 | Common Stock <u>(1)</u> | 3,800 |
| Incentive Stock | \$ 2.125 | 01/06/2006 | | M | 1,200 | <u>(2)</u> 10/18/2010 | Common Stock <u>(1)</u> | 1,200 |

Option
(right to
buy) (1)

Incentive
Stock

| | | | | | | | | |
|--|----------|------------|---|-------|------------|------------|----------------------------|-------|
| Option (right to buy) <u>(1)</u> | \$ 3.025 | 01/06/2006 | M | 4,000 | <u>(2)</u> | 10/23/2011 | Common Stock <u>(1)</u> | 4,000 |
|--|----------|------------|---|-------|------------|------------|----------------------------|-------|

Incentive
Stock

| | | | | | | | | |
|--|--------|------------|---|-------|------------|------------|----------------------------|-------|
| Option (right to buy) <u>(1)</u> | \$ 3.7 | 01/06/2006 | M | 1,662 | <u>(2)</u> | 10/22/2012 | Common Stock <u>(1)</u> | 1,662 |
|--|--------|------------|---|-------|------------|------------|----------------------------|-------|

Incentive
Stock

| | | | | | | | | |
|--|--------|------------|---|-------|------------|------------|----------------------------|-------|
| Option (right to buy) <u>(1)</u> | \$ 3.7 | 01/06/2006 | M | 1,338 | <u>(2)</u> | 10/22/2012 | Common Stock <u>(1)</u> | 1,338 |
|--|--------|------------|---|-------|------------|------------|----------------------------|-------|

Incentive
Stock

| | | | | | | | | |
|--|--------|------------|---|-------|------------|------------|----------------------------|-------|
| Option (right to buy) <u>(1)</u> | \$ 4.6 | 01/06/2006 | M | 1,349 | <u>(2)</u> | 10/26/2014 | Common Stock <u>(1)</u> | 1,349 |
|--|--------|------------|---|-------|------------|------------|----------------------------|-------|

Incentive
Stock

| | | | | | | | | |
|--|--------|------------|---|-------|------------|------------|----------------------------|-------|
| Option (right to buy) <u>(1)</u> | \$ 4.6 | 01/06/2006 | M | 6,651 | <u>(2)</u> | 10/26/2014 | Common Stock <u>(1)</u> | 6,651 |
|--|--------|------------|---|-------|------------|------------|----------------------------|-------|

Incentive
Stock

| | | | | | | | | |
|--|--------|------------|---|-------|------------|------------|----------------------------|-------|
| Option (right to buy) <u>(1)</u> | \$ 4.6 | 01/06/2006 | M | 1,800 | <u>(2)</u> | 10/26/2014 | Common Stock <u>(1)</u> | 1,800 |
|--|--------|------------|---|-------|------------|------------|----------------------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AUSTIN GEORGE LESLIE 10701 E UTE ST TULSA, OK 74116 | | | CFO | |

Signatures

| | |
|---------------------|------------|
| George L. Austin | 01/10/2006 |
|---------------------|------------|

__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) The stock option became exercisable in five equal annual installments, commencing one year after the date of the grant.
- (3) Not applicable.

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