

MATRIX SERVICE CO

Form 4

February 24, 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.

1. Name and Address of Reporting Person(s)
Zink, John S.
Zink Ranch
P. O. Box 52508

Tulsa, OK 74152
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
5. If Amendment, Date of Original (Month/Year)
02/14/03
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
7. 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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired (A) or Disposed of (D)	
			Amount	A or D Price
Common Stock (1)	02/13/03	S	4,500	D \$9.378
Common Stock (1)	02/14/03	S	14,500	D \$9.220
Common Stock (1)	02/18/03	S	1,400	D \$9.011
Common Stock (1)	02/20/03	S	7,300	D \$8.900
Common Stock (1)	02/21/03	M	10,000	A \$5.625
Common Stock (1)	02/21/03	S	10,000	D \$8.980
Common Stock (1)	02/21/03	M	5,000	A \$6.000
Common Stock (1)	02/21/03	S	5,000	D \$8.980
Common Stock (1)	02/21/03	M	5,000	A \$7.750
Common Stock (1)	02/21/03	S	5,000	D \$8.980
Common Stock (1)	02/21/03	M	10,000	A \$4.250
Common Stock (1)	02/21/03	S	10,000	D \$8.980
Common Stock (1)	02/21/03	M	5,000	A \$4.250
Common Stock (1)	02/21/03	S	5,000	D \$8.980
Common Stock (1)	02/21/03	S	300	D \$9.050
Common Stock (1)	02/21/03	M	5,000	A \$4.125
Common Stock (1)	02/21/03	S	5,000	D \$8.980
Common Stock (1)	02/21/03	M	5,000	A \$4.375

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Common Stock (1) 02/21/03 S 5,000 D \$8.980

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 Security	3) Trans- action Date	4) Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D)
			Code V A	D
Non-Qualified Stock Option (right to buy) (1)	\$4.125	02/21/03	M	5,000
Non-Qualified Stock Option (right to buy) (1)	\$4.250	02/21/03	M	10,000
Non-Qualified Stock Option (right to buy) (1)	\$4.250	02/21/03	M	5,000
Non-Qualified Stock Option (right to buy) (1)	\$4.375	02/21/03	M	5,000
Non-Qualified Stock Option (right to buy) (1)	\$5.625	02/21/03	M	10,000
Non-Qualified Stock Option (right to buy) (1)	\$6.000	02/21/03	M	5,000
Non-Qualified Stock Option (right to buy)	\$6.050			
Non-Qualified Stock Option (right to buy)	\$7.400			
Non-Qualified Stock Option (right to buy) (1)	\$7.750	02/21/03	M	5,000

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	8) Price of Deri- vative Security
		Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy) (1)	02/21/03	Common Stock	5,000
Non-Qualified Stock Option (right to buy) (1)	02/21/03	Common Stock	10,000
Non-Qualified Stock Option (right to buy) (1)	02/21/03	Common Stock	5,000
Non-Qualified Stock Option (right to buy) (1)	02/21/03	Common Stock	5,000
Non-Qualified Stock Option (right to buy) (1)	02/21/03	Common Stock	10,000
Non-Qualified Stock Option (right to buy) (1)	02/21/03	Common Stock	5,000
Non-Qualified Stock Option (right to buy)		Common Stock	5,000
Non-Qualified Stock Option (right to buy)		Common Stock	5,000
Non-Qualified Stock Option (right to buy) (1)	02/21/03	Common Stock	5,000

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SIGNATURE OF REPORTING PERSON

/S/ Zink, John S.

DATE 02/24/03