

WELLS FARGO & CO/MN  
Form SC 13G/A  
December 15, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**Matrix Service Company**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**576853105**

**(CUSIP Number)**

**(Date of Event Which Requires Filing of this Statement)**

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

EXPLANATORY NOTE

This Schedule 13G is filed by Wells Fargo & Company on its own behalf and on behalf of any subsidiaries listed on Attachment A. Aggregate beneficial ownership reported by Wells Fargo & Company under Item 9 on page 2 is on a consolidated basis and includes any beneficial ownership separately reported herein by a subsidiary.

13G

CUSIP NO. 576853105

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Wells Fargo & Company

Tax Identification No. 41-0449260

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

6 SHARED VOTING POWER

SHARES

BENEFICIALLY 7 SOLE DISPOSITIVE POWER

OWNED BY

8 SHARED DISPOSITIVE POWER

EACH

PERSON

WITH:

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Five percent or less

12 TYPE OF REPORTING PERSON

HC

13G

CUSIP NO. 576853105

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Wells Capital Management Incorporated

Federal ID No. 95-3692822

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF

6 SHARED VOTING POWER

SHARES

BENEFICIALLY

7 SOLE DISPOSITIVE POWER

OWNED BY

8 SHARED DISPOSITIVE POWER

EACH

REPORTING

PERSON

WITH:

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Five percent or less

12 TYPE OF REPORTING PERSON

IA

13G

CUSIP NO. 576853105

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Wells Fargo Funds Management, LLC

Federal ID No. 94-3382001

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

6 SHARED VOTING POWER

SHARES

BENEFICIALLY

7 SOLE DISPOSITIVE POWER

OWNED BY

8 SHARED DISPOSITIVE POWER

EACH

REPORTING

PERSON

WITH:

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Five percent or less

12 TYPE OF REPORTING PERSON

IA

4



UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

**DISCLAIMER:** Information in this Schedule 13G is provided solely for the purpose of complying with Sections 13(d) and 13(g) of the Act and regulations promulgated thereunder, and is not to be construed as an admission that Wells Fargo & Company or any of its subsidiaries is the beneficial owner of the securities covered by this Schedule 13G for any purpose whatsoever.

**Item 1(a) Name of Issuer:**

Matrix Service Company

**Item 1(b) Address of Issuer's Principal Executive Offices:**

10701 E. Ute Street  
Tulsa, OK 74116-1517

**Item 2(a) Name of Person Filing:**

Wells Fargo & Company  
Wells Capital Management Incorporated  
Wells Fargo Funds Management, LLC

**Item 2(b) Address of Principal Business Office or, if None, Residence:**

1. Wells Fargo & Company  
420 Montgomery Street  
San Francisco, CA 94104
2. Wells Capital Management Incorporated  
525 Market Street  
San Francisco, CA 94105
3. Wells Fargo Funds Management, LLC  
525 Market Street  
San Francisco, CA 94105

**Item 2(c) Citizenship:**

1. Wells Fargo & Company: Delaware
2. Wells Capital Management Incorporated: California
3. Wells Fargo Funds Management, LLC: Delaware

**Item 2(d) Title of Class of Securities:**

Common Stock

**Item 2(e) CUSIP Number:**

576853105

**Item 3 The person filing is a:**

1. Wells Fargo & Company: Parent Holding Company in accordance with 240.13d-1(b)(1)(ii)(G)
2. Wells Capital Management Incorporated: Registered Investment Advisor in accordance with Regulation 13d-1(b)(1)(ii)(E)
3. Wells Fargo Funds Management, LLC: Registered Investment Advisor in connection with Regulation 13d-1(b)(1)(ii)(E)

**Item 4 Ownership:**

Not applicable.

**Item 5 Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

**Item 6 Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable.

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:**

See Attachment A

**Item 8 Identification and Classification of Members of the Group:**

Not applicable

**Item 9 Notice of Dissolution of Group:**

Not applicable

**Item 10 Certification:**

Not applicable.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Date: December 13, 2006

WELLS FARGO & COMPANY

By: /s/ Mark B. Kraske  
Mark B. Kraske, VP Trust Operations Management  
Support Services

ATTACHMENT A

The Schedule 13G to which this attachment is appended is filed by Wells Fargo & Company on behalf of the following subsidiaries:

Wells Capital Management Incorporated (1)

Wells Fargo Funds Management, LLC (1)

(1) Classified as a registered investment advisor in accordance with Regulation 13d-1(b)(1)(ii)(E).