

MATTHEWS INTERNATIONAL CORP

Form 4/A

November 18, 2015

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 *
BECK DAVID F

2. Issuer Name and Ticker or Trading Symbol

MATTHEWS INTERNATIONAL
CORP [MATW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

TWO NORTHSORE CENTER

(Street)

PITTSBURGH, PA 15212

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

11/14/2015

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

11/18/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

VP and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Class A Common Stock	11/14/2015		F(1)	1,081 D	\$ 56.22 28,972	D	
Class A Common Stock	11/16/2015		F(1)	834 D	\$ 56.02 28,972	D	

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

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(9-02)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 37.29	11/16/2015		D	3,334 (2)	11/16/2008	11/16/2015	Class A Common Stock	3,334

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BECK DAVID F TWO NORTHSORE CENTER PITTSBURGH, PA 15212	VP and Controller

Signatures

David F. Beck 11/18/2015

__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) Sale of shares to the registrant to cover tax withholdings on the vesting of restricted shares.

(2) The transaction represents the forfeiture of employee stock options, granted under the Company's 1992 Stock Incentive Plan, which did not meet a stock price performance target prior to the expiration of the option term.

Remarks:

The amended Form 4 has been filed to amend the Title of Derivative Security (Table II, Column 1. - Title of Derivative Security)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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