

Whitaker Jerry R.  
Form 4  
March 18, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
Whitaker Jerry R.

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  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
03/14/2019  
4. If Amendment, Date Original Filed(Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
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   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|

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| (Instr. 3)  | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | (Instr. 8) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares | (Instr. 8) |
|---|------------------------------|------------------|------------|---|------------|------|---|-----|-----|------------------|-----------------|----------------------|----------------------------|------------|
| Restricted Share Units                            | \$ 0 <sup>(1)</sup>          | 03/14/2019       |            | 3,291 <sup>(2)</sup>                                    |            | A    |   |     |     | <sup>(3)</sup>   | <sup>(3)</sup>  | Class A Common Stock | 3,291 <sup>(3)</sup>       | \$         |
| Deferred Stock Units under 2014 Director Fee Plan | <sup>(4)</sup>               | 03/14/2019       |            | 71 <sup>(5)</sup>                                       |            | A    |   |     |     | <sup>(4)</sup>   | <sup>(4)</sup>  | Class A Common Stock | 71 <sup>(5)</sup>          | \$         |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Whitaker Jerry R.<br>TWO NORTHSORE CENTER<br>PITTSBURGH, PA 15212 | X             |           |         |       |

## Signatures

/s/ Brian D. Walters  
(Attorney-in-Fact) 03/18/2019

<sup>\*</sup>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) Award of restricted share units made under the 2019 Director Fee Plan subject to the agreement entered into under the 2019 Director Fee Plan. Each restricted share unit represents a contingent right to receive one share of the Company's common stock.  
The number of restricted share units issued by the Issuer to the Reporting Person was calculated based on \$37.99, which represents the mean of the highest and lowest sales prices per share of the Issuer's Class A common stock on the Nasdaq Exchange on the date of issuance.
- (2) The award generally vests on March 14, 2021 at which point the units will be converted to an equal number of shares of the Company's common stock. Upon the vesting of this award of restricted share units, the reporting person deferred the receipt of the Class A common stock underlying the award subject to a timely deferral election, unless such deferral election is timely modified or revoked pursuant to its terms.
- (3) Each Deferred Stock Unit ("DSU") is the economic equivalent of one share of Class A common stock. The DSUs become payable in common stock in accordance with a deferral election made by the reporting person or pursuant to the Issuer's Amended and Restated

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2014 Director Fee Plan. A copy of such deferral election is on file with the Issuer.

- (5) DSUs were issued by the Issuer to the Reporting Person pursuant to dividend equivalent rights issued in the following increments: 15 on 05/15/2018; 15 on 08/13/2018; 20 on 12/10/2018; 21 on 02/18/2019.

### **Remarks:**

The Power of Attorney dated November 29, 2017 was filed on March 9, 2018, in Form 4, and is incorporated herein by reference.

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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