

MATTHEWS INTERNATIONAL CORP
 Form 4
 July 31, 2014

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 *
 SCHAWK DAVID A

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)
 674 SKYE LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/29/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, Brand Solutions

BARRINGTON, IL 60010

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

(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 Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class A Common Stock | 07/29/2014 | | A ⁽¹⁾ | | 30,404 | A | \$ 0 46,599 | D | |
| Class A Common Stock | 07/29/2014 | | M | | 0 | A | \$ 0 242,853 | I | As Trustee ⁽²⁾ |
| Class A Common Stock | 07/29/2014 | | M | | 0 | A | \$ 0 98 | I | As Custodian |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHAWK DAVID A 674 SKYE LANE BARRINGTON, IL 60010 | X | | President, Brand Solutions | |

Signatures

David A Schawk 07/31/2014

**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 stock under the Company's 2012 Equity Incentive Plan, subject to the agreement entered into under the Plan. In general, 50% of the shares vest on July 29, 2017, subject to continuing employment at that time; and 50% of the shares vest in increments of one-third upon the incremental adjusted EBITDA of SGK reaching \$75 million, \$90 million and \$100 million; and in any event no earlier than one year from the date of the grant, subject to continuing employment at that time. Shares that do not achieve the incremental adjusted EBITDA thresholds by fiscal 2017 will be forfeited, however, if incremental adjusted EBITDA of SGK is at least \$90 million by fiscal 2017, then the expiration is extended until fiscal 2018.
- (2) This report does not reflect shares held by a tax exempt section 501(c)(3) charitable trust for which the reporting person serves as trustee as the reporting person holds no pecuniary interest in the shares owned by the charitable trust.

Remarks:

See "Footnotes" page

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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