

MATTHEWS INTERNATIONAL CORP

Form 4

March 14, 2005

**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 \*  
OLEARY JOHN P JR

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2005

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

(Street)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   |                                      | (A)<br>or<br>(D)   |  |  |   |
|                                       |   |   |                                      | Code V Amount  | Price  |  |   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|

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| (Instr. 3)                | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |                         |     |                           |                           |                            |  |  |  |                                     |
|---------------------------|------------------------------------|------------------|------------|--|-------------------------|-----|---------------------------|---------------------------|----------------------------|--|--|--|-------------------------------------|
|                           |                                    |                  | Code       | V  | (A)                     | (D) | Date Exercisable          | Expiration Date           | Title                      |  |  |  | Amount<br>or<br>Number<br>of Shares |
| Phantom<br>Stock<br>Unit  | <u>(1)</u>                         | 03/10/2005       |            |  | <u>A</u> <sup>(2)</sup> |     | <u>(3)</u>                | <u>(4)</u>                | Class A<br>Common<br>Stock |  |  |  | 620                                 |
| Common<br>Stock<br>Option | \$ 34.63                           | 03/10/2005       |            |  | <u>A</u> <sup>(5)</sup> |     | 03/10/2007 <sup>(6)</sup> | 03/10/2015 <sup>(7)</sup> | Class A<br>Common<br>Stock |  |  |  | 3,500                               |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| OLEARY JOHN P JR               | X             |           |         |       |

## Signatures

John P. O'Leary,  
Jr. 03/14/2005

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) 1 for 1.
- (2) Formula award made under the 1994 Director Fee Plan, as amended, based on market price at time of award.
- (3) Payments on phantom stock units commence on April 1 of the calendar year following the calendar year in which the reporting person ceases to be a member of the Board of Directors.
- (4) Payments on phantom stock units commence on April 1 of the calendar year following the calendar year in which the reporting person ceases to be a member of the Board of Directors.
- (5) Formula award made under the 1994 Director Fee Plan, as amended, based on the option value at the time of award.
- (6) Date first exercisable. Subject to the agreement entered into under the Company's 1994 Director Fee Plan, as amended, in general the options vest on the second anniversary of award.
- (7) Date last exercisable in accordance with such agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.