NICOLA STEVEN F

Form 4

November 14, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NICOLA STEVEN F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

CFO and Secretary

MATTHEWS INTERNATIONAL CORP [MATW]

Director 10% Owner

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 11/12/2018

X_ Officer (give title Other (specify below) below)

TWO NORTHSHORE CENTER

(Street)

(State)

11/12/2018

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ 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

Price

43 57

PITTSBURGH, PA 15212

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) Code V Amount (D)

Reported Transaction(s) (Instr. 3 and 4)

Class A Common

Stock

(City)

 $F^{(1)}$

D 3,765

147,939

D

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

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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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title an	nd 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount o	of Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underlyin	ng Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired		Securities	(Instr. 5)	Bene	
	Derivative						(Instr. 3 and 4)	nd 4)	Owne	
	Security								Follo	
	·				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								A		
									nount	
						Date	Expiration	or	,	
							Date		mber	
								of		
				Code V	(A) (D)			Sha	ares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg • m m	Director	10% Owner	Officer	Other			
NICOLA STEVEN F TWO NORTHSHORE CENTER PITTSBURGH, PA 15212			CFO and Secretary				

Signatures

/s/ Brian D. Walters (Attorney-in-Fact) 11/14/2018

**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 withholding on the vesting of restricted shares.

Remarks:

The Power of Attorney dated November 17, 2017 is filed herewith.

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.

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