

Whitaker Jerry R.
Form 4
March 09, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

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

03/08/2018

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

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

PITTSBURGH, PA 15212

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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)

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 Deriva Securi
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr.)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units under 2014 Director Fee Plan	(1)	03/08/2018	A		2,301 (2)		(1)	(1)	Class A Common Stock	2,301	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whitaker Jerry R. TWO NORTSHORE CENTER PITTSBURGH, PA 15212	X			

Signatures

/s/ Brian D. Walters
(Attorney-in-Fact) 03/09/2018

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

(2) The number of DSUs issued by the Issuer to the Reporting Person was calculated based on \$54.34, which represents the mean of the highest and lowest sale prices per share of the Issuer's Class A common stock on the Nasdaq Exchange on the date of issuance.

(3) DSUs were issued by the Issuer to the Reporting Person in the following increments and calculated based on the mean of the highest and lowest sale prices per share of the Issuer's Class A common stock on the date of issuance: 1,887 on 03/09/2017 at \$66.25; 2,301 on 03/08/2018 at \$54.34. DSUs were also issued to the Reporting Person pursuant to dividend equivalent rights in the following increments: 4 on 05/01/2017; 5 on 07/31/2017; 7 on 12/11/2017; 7 on 02/19/2018.

Remarks:

The Power of Attorney dated November 29, 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.

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