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

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(b).

1. Name and Address of Reporting Person \*

Whitaker Jerry R.

(Last)

Security

(Instr. 3)

Symbol

MATTHEWS INTERNATIONAL CORP [MATW]

2. Issuer Name and Ticker or Trading

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

TWO NORTHSHORE CENTER

(Street)

(First)

03/08/2018 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

PITTSBURGH, PA 15212

(Zip) 1.Title of

2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year)

(Month/Day/Year)

3.

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

4. Securities

Securities Beneficially Owned

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

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

(Instr. 4)

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 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

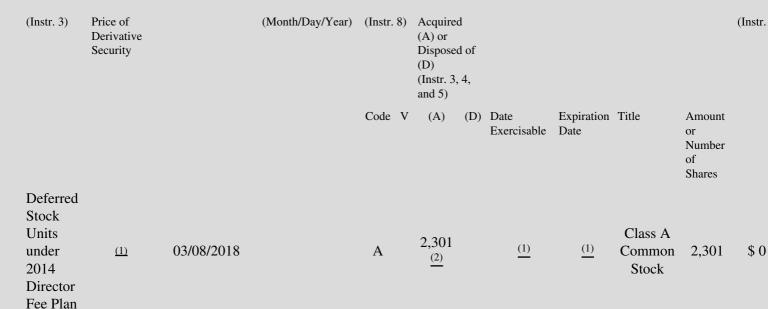
7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

1

Deriva

Securi

#### Edgar Filing: Whitaker Jerry R. - Form 4



## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whitaker Jerry R. TWO NORTHSHORE 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).
- 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.
- 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. 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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