RAHILL PAUL F Form 4 November 14, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 4 or
Form 5
obligations
may continue.
See Instruction

Form 4 or
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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RAHILL PAUL F			2. Issuer Name <b>and</b> Ticker or Trading Symbol MATTHEWS INTERNATIONAL CORP [MATW]					-	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/12/2008				Director 10% Owner X Officer (give title Other (specify below) President, Cremation Division					
	(Street)	endment, Date Original nth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	I - Non	-De	erivative S	ecuri	ties Acc	quired, Disposed (	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	) Execution any	emed on Date, if Day/Year)	Code (Instr. 8		4. Securit nAcquired Disposed (Instr. 3,	(A) o of (D	)	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)	
Class A Common Stock	11/12/2008			A(1)		3,600	A	\$0	29,155	D		
Class A Common Stock	11/12/2008			M		0	A	\$ 0	12,000	I	Spouse	

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

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SEC 1474

(9-02)

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	nber Expiration Date		Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration Date	T:41-	or Namel		
						Exercisable		Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

RAHILL PAUL F

President, Cremation Division

## **Signatures**

Paul F. Rahill 11/14/2008 \*\*Signature of Date Reporting Person

## **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).

Award of restricted stock under the Company's 2007 Equity Incentive Plan, subject to the agreement entered into under the Plan. In general, 50% of the shares vest on November 12, 2011, subject to continuing employment at that time. The remaining 50% of the shares vest in increments of one-third upon the stock price of the Company reaching 110%, 125% and 140% of the price of the Company's common stock on the date of the award for ten consecutive trading days, respectively, and in any event no earlier than one year from the date of the grant, subject to continuing employement at that time. Shares that do not achieve the stock price thresholds on or before November 12, 2013 will be forfeited.

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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