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MATTHEWS INTERNATIONAL CORP

Form 4

November 13, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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Estimated average burden hours per response...

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

obligations

Check this box

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

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person *BARTOLACCI JOSEPH C | | | 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) 11/11/2015 | | | | _X_ Director 10% Owner X Officer (give title Other (specify below) President and CEO | | | | |
| | (Street) | | 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Applicable Line) _X_ Form filed by One Reporting Perso Form filed by More than One Reporting Person | | | | rson | | | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-I | Derivative S | Securi | ities Acqu | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction I (Month/Day/Ye | ar) Execution | med on Date, if Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securit on(A) or Dis (Instr. 3, 4) | sposed | 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 | 11/11/2015 | | | A(1) | 71,000 | A | \$ 0 | 369,995 | D | | |
| Class A Common Stock | 11/12/2015 | | | F(2) | 6,834 | D | \$ 57.02 | 369,995 | 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)

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

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Title | and | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|----------|----------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration Da | ate | Amour | nt of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | ying | Security | 5 |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) |] |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | (|
| | Security | | | | Acquired | | | | | | J |
| | | | | | (A) or | | | | | | J |
| | | | | | Disposed | | | | | | - |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | or | | |
| | | | | | | Date | Expiration | | Number | | |
| | | | | | | Exercisable | Date | of | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|-------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| BARTOLACCI JOSEPH C | | | | | | | | |
| | X | | President and CEO | | | | | |

Signatures

Reporting Person

Joseph C.
Bartolacci

**Signature of 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).

Award of restricted stock under the Company's 2012 Equity Incentive Plan, subject to the agreement entered into under the Plan. In general, 50% of the shares vest on November 11, 2018, subject to continuing employment at that time; 25% of the shares vest in increments of one-third upon the stock price of the Company reaching 105%, 115% and 125% of the price of the Company's common stock on the date of the award for ten consecutive trading days, respectively; and 25% of the shares vest in increments of one-third upon the adjusted earnings per share of the Company reaching \$3.25, \$33.51 and \$3.79; and in any event no earlier than one year from the dat

- the adjusted earnings per share of the Company reaching \$3.25, \$33.51 and \$3.79; and in any event no earlier than one year from the date of the grant, subject to continuing employment at that time. Shares that do not achieve the stock price thresholds on or before November 11, 2020 will be forfeited. Shares that do not achieve the adjusted earnings per share thresholds on or before November 11, 2018 will be forfeited.
- (2) Sale of shares to the registrant to cover tax withholdings on the vesting of restricted shares.

Remarks:

See Attached "Footnotes" page

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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