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MATTHEWS INTERNATIONAL CORP Form 4/A August 26, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **OLEARY JOHN P JR** Issuer Symbol MATTHEWS INTERNATIONAL (Check all applicable) CORP [matw] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 08/26/2014 (Street) 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 08/11/2014 _ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of 3. Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial any Owned Ownership (Month/Day/Year) (Instr. 8) Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price Code V Class A Common Μ 3.500 17,247 D 08/07/2014 Α 34.63 Stock Class A Common 08/07/2014 Μ 4.800 17.247 D Α Stock Dlass A Common $F^{(1)}$ 6.770 17,247 D 08/07/2014 D 43 77 Stock Class A 08/07/2014 0 \$0 I Held in Μ 13,045 Α trust for Common

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benefit of spouse

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)8.(Instr. 3 and 4)5.	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option	\$ 34.63	08/07/2014		М		3,500	03/10/2007	03/10/2015	Class A Common Stock	3,500
Director Stock Option	\$ 36.49	08/07/2014		М		4,800	03/09/2008	03/09/2016	Class A Common Stock	4,800

Reporting Owners

 Reporting Owner Name / Address
 Relationships

 Director
 10% Owner
 Officer
 Other

 OLEARY JOHN P JR
 X
 X
 X

Signatures

John P. O'Leary, Jr	08/26/2014		
<u>**</u> 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) REMARKS: This amended Form 4 has been filed to amend the Transaction Code for shares disposed (Table I, Column 3. Code) in the original filing. FOOTNOTES: Sale of shares to the registrant to cover exercise price of stock options.

Remarks:

See Remarks and Footnotes

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.