BARTOLACCI JOSEPH C

Form 4

November 17, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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Check this box

Form 5 obligations may continue. See Instruction

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

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) TWO NORT	(Last) (First) (Middle) TWO NORTHSHORE CENTER		3. Date of Earliest Transaction (Month/Day/Year) 11/15/2017	X Director 10% Owner Other (specify below)			
PITTSBURG	(Street)	2	4. If Amendment, Date Original Filed(Month/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 Derivative Securities Ac	quired Disposed of ar Repolicially Owned			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative (Securi	ities Acqu	iired, Disposed of	f, or Beneficiall	y 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. Securit or(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	11/15/2017		A(1)	67,500	A	\$0	396,962	D	
Class A Common Stock	11/16/2017		F(2)	11,751	D	\$ 57.78	385,211	D	

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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date Exercisable	Expiration Date		or Number		
									of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

BARTOLACCI JOSEPH C TWO NORTHSHORE CENTER

X President and CEO

PITTSBURGH, PA 15212

Signatures

Joseph C 11/17/2017 Bartolacci

**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 2012 Equity Incentive Plan, subject to the agreement entered into under the Plan. In General, 50% of the shares vest on November 15, 2020, 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 \$3.89, \$4.20 and \$4.54; 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 15, 2022 will be forfeited. Shares that do not achieve the adjusted earnings per share thresholds on or before November 15, 2020 will be forfeited.
- (2) Sale of Shares to the registrant to cover tax withholding on the vesting of restricted shares.

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.

Reporting Owners 2