

Edgar Filing: MATTHEWS INTERNATIONAL CORP - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of s
Employee Stock Option	\$ 40.56	11/15/2006	A	60,000					10/01/2007 ⁽¹⁾	11/15/2016 ⁽²⁾	Class A Common Stock	60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DECARLO DAVID J	X		Vice Chairman	

Signatures

David J. DeCarlo
 11/17/2006
 **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).
- Date first exercisable. Subject to the agreement entered into under the Company's 1992 Stock Incentive Plan, in general, the options vest,
- (1) subject to certain service requirements, in increments of one-third upon the stock price of the Company reaching 110%, 133% and 160% of the exercise price for ten consecutive trading days, respectively,
 - (2) Date last exercisable in accordance with such agreement.

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.