#### OBRIEN MORGAN K

Check this box

if no longer

subject to

Section 16.

Form 4 March 18, 2019

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

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response...

Form 4 or 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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

**OBRIEN MORGAN K** 

(First)

(Street)

MATTHEWS INTERNATIONAL

(Check all applicable)

CORP [MATW] (Middle)

3. Date of Earliest Transaction

X Director 10% Owner Officer (give title Other (specify below)

TWO NORTHSHORE CENTER

03/14/2019

(Month/Day/Year)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

PITTSBURGH, PA 15212

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 4)

(A) or

(Instr. 3, 4 and 5)

Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

Following

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

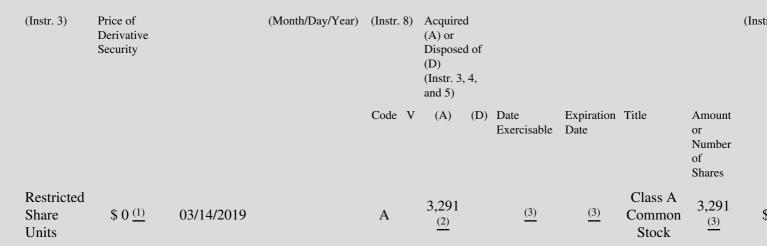
7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

1

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#### Edgar Filing: OBRIEN MORGAN K - Form 4



### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

OBRIEN MORGAN K
TWO NORTHSHORE CENTER X
PITTSBURGH, PA 15212

# **Signatures**

/s/ Brian D. Walters (Attorney-in-Fact)

03/18/2019

\*\*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) Award of restricted share units made under the 2019 Director Fee Plan subject to the agreement entered into under the Plan. Each restricted share unit represents a contingent right to receive one share of the Company's common stock.
- The number of restricted share units issued by the Issuer to the Reporting Person was calculated based on \$37.99, which represents the mean of the highest and lowest sales prices per share of the Issuer's Class A common stock on the Nasdaq Exchange on the date of issuance.
- (3) The award generally vests on March 14, 2021 at which point the units will be converted to an equal number of shares of the Company's common stock.

#### **Remarks:**

The Power of Attorney dated November 17, 2017 was filed on March 9, 2018, in Form 4, and is incorporated herein by reference 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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