

Walters Brian D
 Form 3
 February 27, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Walters Brian D | | (Month/Day/Year) | MATTHEWS INTERNATIONAL CORP [MATW] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| TWO NORTHSORE CENTER | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) V.P. and General Counsel | |
| PITTSBURGH,Â PAÂ 15212 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 6,704 <u>(1)</u> <u>(2)</u> | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) | |
|-----------------------|---------------------------|---------------------------|----------------------------|--------|-----------|------------|---|
| | | | | | | (Instr. 5) | |
| Employee Stock Option | 11/16/2008 ⁽³⁾ | 11/16/2015 ⁽⁴⁾ | Class A Common Stock | 12,500 | \$ 37.285 | D | Â |
| Employee Stock Option | 11/15/2009 | 11/15/2016 | Class A Common Stock | 8,000 | \$ 40.555 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walters Brian D TWO NORTHSORE CENTER PITTSBURGH, PA 15212 | Â | Â | Â V.P. and General Counsel | Â |

Signatures

Brian D. Walters 02/27/2009

**Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes 2,750 shares of restricted stock under the Company's 1992 Stock Incentive Plan, subject to the agreement entered into under the Plan. In general, 1,650 shares vest on November 12, 2010 subject to continuing employment at that time. Of the remaining shares, 550 shares and 550 shares, respectively, vest upon the stock price of the Company reaching 125% and 140% of the price of the Company's common stock on November 12, 2007 for ten consecutive trading days, subject to continuing employment at that time. Shares that do not achieve the stock price thresholds on or before November 12, 2012 will be forfeited.

Includes 3,600 shares of restricted stock under the Company's 2007 Equity Incentive Plan, subject to the agreement entered into under the Plan. In general, 50% of the shares vest on November 12, 2011, subject to continuing employment at that time. The remaining 50% of the shares vest in increments of one-third upon the stock price of the Company reaching 110%, 125% and 140% of the price of the Company's common stock on the date of the award for ten consecutive trading days, respectively, 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 12, 2013 will be forfeited.

Date first exercisable. Subject to the agreements entered into under the Company's 1992 Stock Incentive Plan, in general, the options vest in increments of one-third upon the later to occur of three, four and five years, respectively, from the grant date, and the stock price of the Company reaching 110%, 133% and 160% of the exercise price for ten consecutive trading days, respectively.

(4) 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.

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