

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

Form 10-Q

Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For The Quarterly Period Ended June 30, 2000

Commission File Nos. 0-9115 and 0-24494

MATTHEWS INTERNATIONAL CORPORATION
(Exact Name of registrant as specified in its charter)

PENNSYLVANIA
(State or other jurisdiction of
incorporation or organization)

25-0644320
(I.R.S. Employer
Identification No.)

TWO NORTHSORE CENTER, PITTSBURGH, PA 15212-5851
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (412) 442-8200

NOT APPLICABLE

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

The number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class of Common Stock	Outstanding at July 31, 2000
Class A - \$1.00 par value	13,265,130 shares
Class B - \$1.00 par value	2,059,884 shares

PART I - FINANCIAL INFORMATION
MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET (UNAUDITED)

<TABLE>
<CAPTION>

	June 30, 2000	September 30, 1999
	-----	-----
<S>	<C>	<C>

ASSETS			
Current assets:			
Cash and cash equivalents		\$ 26,751,718	\$ 31,531,686
Short-term investments		1,284,052	147,114
Accounts receivable		46,307,823	45,949,743
Inventories: Materials and finished goods	\$ 14,914,512		\$ 14,883,879
Labor and overhead in process	1,552,432		1,212,485
Supplies	341,916	304,113	
	-----	-----	
	16,808,860	16,400,477	
Other current assets	2,796,711	2,862,341	
	-----	-----	
Total current assets	93,949,164	96,891,361	
Investments	14,492,062	11,312,730	
Property, plant and equipment: Cost	93,558,490	89,777,983	
Less accumulated depreciation	(44,771,991)	(39,107,236)	
	-----	-----	
	48,786,499	50,670,747	
Deferred income taxes and other assets	13,782,801	13,639,723	
Goodwill, net of accumulated amortization	48,957,932	53,163,011	
	-----	-----	
Total assets	\$219,968,458	\$225,677,572	
	=====	=====	
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Long-term debt, current maturities	4,837,675	7,604,443	
Accounts payable	9,881,089	9,798,531	
Accrued compensation	15,721,975	18,127,646	
Accrued income taxes	3,865,785	818,324	
Customer prepayments	6,118,029	6,825,149	
Other current liabilities	9,264,976	19,117,031	
	-----	-----	
Total current liabilities	49,689,529	62,291,124	
Long-term debt	15,777,597	14,144,038	
Estimated finishing costs	4,215,621	4,059,837	
Postretirement benefits	19,153,487	19,513,936	
Other liabilities	8,045,116	11,046,706	
	-----	-----	
Shareholders' equity:			
Common stock	18,166,996	18,166,996	
Retained earnings	170,553,099	152,098,622	
Accumulated other comprehensive income (loss)	(6,789,644)	(3,970,000)	
Notes receivable	(13,806)	(54,800)	
Treasury stock, at cost	(58,829,537)	(51,618,887)	
	-----	-----	
	123,087,108	114,621,931	
	-----	-----	
Total liabilities and shareholders' equity	\$219,968,458	\$225,677,572	
	=====	=====	

</TABLE>

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

<TABLE>

<CAPTION>

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2000	1999	2000	1999
	----	----	----	----
<S>	<C>	<C>	<C>	<C>
Sales	\$ 67,872,139	\$ 61,405,443	\$ 197,391,066	\$ 176,435,150
Cost of sales	36,773,493	35,912,327	107,627,802	102,325,890
	-----	-----	-----	-----
Gross profit	31,098,646	25,493,116	89,763,264	74,109,260
Selling and administrative expenses	17,768,132	14,366,454	53,538,417	43,723,467

Operating profit	13,330,514	11,126,662	36,224,847	30,385,793
Investment income	436,266	602,371	1,265,253	1,390,170
Interest expense	(369,658)	(264,940)	(1,189,305)	(500,822)
Other income (deductions), net	(138,753)	(231,865)	(172,717)	(285,879)
Minority interest	(566,284)	128,121	(1,716,144)	(95,067)
Income before income taxes	12,692,085	11,360,349	34,411,934	30,894,195
Income taxes	4,966,728	4,472,287	13,488,774	12,165,816
Net income	\$ 7,725,357	\$ 6,888,062	\$ 20,923,160	\$ 18,728,379

Basic earnings per share	\$.50	\$.44	\$ 1.35	\$ 1.18
Diluted earnings per share	\$.49	\$.43	\$ 1.32	\$ 1.15
Dividends per share	\$.0475	\$.045	\$.1425	\$.135

</TABLE>

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

<TABLE>
<CAPTION>

	Nine Months Ended June 30,	
	2000	1999
Cash flows from operating activities:		
Net income	\$ 20,923,160	\$ 18,728,379
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	9,228,802	7,399,879
Change in deferred taxes	1,753	(339,253)
Changes in working capital items	(1,395,867)	(8,026,116)
Increase in other assets	(313,344)	(224,622)
Increase in estimated finishing costs	155,784	476,790
Increase (decrease) in other liabilities	(3,001,590)	425,540
Decrease in postretirement benefits	(360,449)	(455,788)
Net loss on sale of assets	277,802	47,991
Net (gain) loss on investments	113,701	(154,121)
Effect of exchange rate changes on operations	(674,076)	(268,971)
Net cash provided by operating activities	24,955,676	17,609,708
Cash flows from investing activities:		
Capital expenditures	(5,714,973)	(11,592,652)
Proceeds from sale of assets	467,592	156,065
Acquisitions, net of cash acquired	(9,520,333)	(10,278,531)
Purchases of investment securities	(6,716,970)	(529,503)

Proceeds from disposition of investment securities	2,031,756	4,227,392
Collections on loans to officers and employees	40,994	208,445
	-----	-----
Net cash used in investing activities	(19,411,934)	(17,808,784)
	-----	-----
Cash flows from financing activities:		
Proceeds from long-term debt	4,023,360	14,645,963
Payments on long-term debt	(3,779,161)	(600,381)
Proceeds from the sale of treasury stock	197,457	763,065
Purchases of treasury stock	(7,672,327)	(11,157,235)
Dividends	(2,204,463)	(2,136,584)
	-----	-----
Net provided by (cash used) in financing activities	(9,435,134)	1,514,828
	-----	-----
Effect of exchange rate changes on cash	(888,576)	(233,511)
	-----	-----
Net increase (decrease) in cash and cash equivalents	<u>\$ (4,779,968)</u>	<u>\$ 1,082,241</u>

</TABLE>

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2000

Note 1. Nature of Operations

Matthews International Corporation ("Matthews"), founded in 1850 and incorporated in Pennsylvania in 1902, is a designer, manufacturer and marketer principally of custom-made products which are used to identify people, places, products and events. The Company's products and operations are comprised of three business segments: Bronze, Graphics Imaging and Marking Products. The Bronze segment is a leading manufacturer of cast bronze memorials and other memorialization products, crematories and cremation-related products and is a leading builder of mausoleums in the United States. The Graphics Imaging segment manufactures and provides printing plates, pre-press services and imaging systems for the corrugated and flexible packaging industries. The Marking Products segment designs, manufactures and distributes a wide range of equipment and consumables for identifying various consumer and industrial products, components and packaging containers.

The Company has manufacturing and marketing facilities in the United States, Australia, Canada, Germany, Italy and Sweden.

Note 2. Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information for commercial and industrial companies and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation have been included. Operating results for the three-month and nine-month periods ended June 30, 2000 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2000. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended September 30, 1999.

The consolidated financial statements include all majority-owned foreign and domestic subsidiaries. The consolidated financial statements also include the accounts of the Company's 50%-owned affiliates, Tukaiz Communications, L.L.C., O.N.E. Color Communications, L.L.C. and, effective April 1, 1999, S+T GmbH & Co. KG. All intercompany accounts and transactions have been eliminated.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued
 JUNE 30, 2000

Note 3. Income Taxes

The income tax provision for the period is based on the effective tax rate expected to be applicable for the full year. The difference between the estimated effective tax rate of 39.2% and the Federal statutory rate of 35% primarily reflects the impact of state income taxes.

Note 4. Earnings Per Share

<TABLE>

<CAPTION>

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2000	1999	2000	1999
<S>	<C>	<C>	<C>	<C>
Net income	\$ 7,725,357	\$ 6,888,062	\$20,923,160	\$18,728,379
Weighted average common shares outstanding	15,420,408	15,788,712	15,529,805	15,901,985
Dilutive securities, primarily stock options	355,757	378,920	354,990	414,772
Diluted weighted average common shares outstanding	15,776,165	16,167,632	15,884,795	16,316,757
Basic earnings per share	\$.50	\$.44	\$1.35	\$1.18
Diluted earnings per share	\$.49	.43	\$1.32	\$1.15

</TABLE>

Note 5. Segment Information

The Company is organized into three business segments based on products and services. The segments, which are Bronze, Graphics Imaging and Marking Products, are described under Nature of Operations (Note 1). Management evaluates segment performance based on operating profit (before income taxes) and does not allocate non-operating items such as investment income, interest expense, other income (deductions), net and minority interest.

Note 5. Segment Information, continued

Information about the Company's segments follows:

<TABLE>

<CAPTION>

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2000	1999	2000	1999
Sales to external customers:				
Graphics Imaging	\$ 22,867,129	\$ 21,944,128	\$ 67,739,715	\$ 62,165,106
Marking Products	8,230,426	7,727,258	24,816,068	22,890,652
Bronze	36,774,584	31,734,057	104,835,283	91,379,392
	<u>\$ 67,872,139</u>	<u>\$ 61,405,443</u>	<u>\$ 197,391,066</u>	<u>\$ 176,435,150</u>
Operating profit:				
Graphics Imaging	\$ 2,643,102	\$ 1,302,572	\$ 6,942,903	\$ 4,226,697
Marking Products	1,484,213	1,164,390	4,362,272	3,086,386
Bronze	9,203,199	8,659,700	24,919,672	23,072,710
	<u>\$ 13,330,514</u>	<u>\$ 11,126,662</u>	<u>\$ 36,224,847</u>	<u>\$ 30,385,793</u>

</TABLE>

Note 6. Comprehensive Income

Comprehensive income consists of net income adjusted for changes, net of tax, in cumulative foreign currency translation, unrealized investment gains and losses and minimum pension liability. Comprehensive income for the three-month and nine-month periods ended June 30, 2000 were \$7,430,465 and \$18,103,516, respectively, and \$6,935,896 and \$18,593,190, respectively, for the three-month and nine-month periods ended June 30, 1999.

Note 7. Accounting Pronouncement

In December 1999, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin ("SAB") No. 101, "Revenue Recognition in Financial Statements." SAB No. 101 provides guidance on the recognition, presentation and disclosure of revenue in financial statements filed with the SEC. SAB No. 101 outlines basic criteria that must be met to recognize revenue and provides guidance for disclosure related to revenue recognition policies. The Company will be required to implement SAB No. 101 in the first quarter of its fiscal year ending September 30, 2001. The Company is currently evaluating the pronouncement in order to determine the impact, if any, of its provisions on the consolidated financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Statement:

The following discussion should be read in conjunction with the consolidated financial statements and footnotes thereto included in this Quarterly Report on Form 10-Q and the Company's Annual Report on Form 10-K for the year ended September 30, 1999. Any forward-looking statements contained herein are included pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks and uncertainties that may cause the Company's actual results in future periods to be materially different from management's expectations. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove correct. Factors that could cause the Company's results to differ materially from the results discussed in such forward-looking statements principally include changes in domestic or international economic conditions, changes in product demand or

pricing as a result of consolidation in the industries in which the Company operates, changes in product demand or pricing as a result of competitive pressures, and technological factors beyond the Company's control.

Results of Operations

The following table sets forth certain income statement data of the Company expressed as a percentage of net sales for the periods indicated.

	Nine months ended		Years ended		
	June 30,		September 30,		
	2000	1999	1999	1998	1997
Sales	100.0%	100.0%	100.0%	100.0%	100.0%
Gross profit	45.5	42.0	43.1	44.0	44.1
Operating profit	18.4	17.2	17.1	17.0	16.3
Income before income taxes	17.4	17.5	17.2	17.5	17.1
Net income	10.6	10.6	10.5	10.6	10.4

Sales for the nine months ended June 30, 2000 were \$197.4 million and were \$21.0 million, or 11.9%, higher than sales of \$176.4 million for the nine months ended June 30, 1999. Bronze segment sales were \$13.5 million, or 15%, higher than the first nine months of fiscal 1999 primarily reflecting the Company's acquisition of Caggiati S.p.A. in June 1999 and higher sales of architectural and memorial products. These increases were partially offset by a decline in mausoleum construction revenues. Sales for the Graphics Imaging segment increased \$5.6 million, or 9%, over the same period a year ago principally resulting from the Company's purchase of a 50% interest in S+T GmbH & Co. KG ("S+T GmbH") in September 1998. S+T GmbH was recorded under the equity method of accounting until March 31, 1999. The consolidated financial statements of Matthews included the accounts of S+T GmbH effective April 1, 1999 as a result of a change in control. Graphics Imaging segment sales for the current period also reflected higher sales for Tukaiz Communications, L.L.C. ("Tukaiz"). The sales increase for Tukaiz, a 50%-owned subsidiary of Matthews, primarily resulted from the installation of a commercial printing operation in fiscal 1999.

Results of Operations, continued:

For the nine months ended June 30, 2000, Marking Products segment sales were \$1.9 million, or 8%, higher than the first nine months of fiscal 1999. The increase for the current period resulted primarily from higher sales volume in North America of ink-jet equipment and related products, reflecting the favorable impact of the segment's new product development efforts.

Gross profit for the nine months ended June 30, 2000 was \$89.8 million, compared to \$74.1 million for the first nine months of fiscal 1999. The increase of \$15.7 million in consolidated gross profit reflected growth in all three of the Company's business segments. Gross profit in the Bronze and Graphics Imaging segments were higher for the current period principally as a result of the Company's recent acquisitions. In addition, higher sales of architectural and memorial products combined with improved margins accounted for part of the increase in the Bronze segment. Marking Products gross profit also improved over the first nine months of fiscal 1999 reflecting an increase in sales volume and a change in product mix. Consolidated gross profit as a percent of sales for the nine months ended June 30, 2000 increased to 45.5%, compared to 42.0% for the same period a year ago, reflecting changes in product mix in both the Bronze and Marking Products segments and improved results for Tukaiz.

Selling and administrative expenses for the nine months ended June 30, 2000 were \$53.5 million, representing an increase of \$9.8 million, or 22.4%, over the same period a year ago. The increase in selling and administrative expenses principally resulted from the acquisitions of Caggiati S.p.A. and S+T GmbH combined with an increase in selling and administrative costs within the Bronze segment. Consolidated selling and administrative expenses as a percent of sales was 27.1% for the first nine months of fiscal 2000 compared to 24.8% for the same period a year ago.

Operating profit for the nine months ended June 30, 2000 was \$36.2 million, representing an increase of \$5.8 million, or 19.2%, over an operating profit of \$30.4 million for the first nine months of fiscal 1999. Graphics Imaging operating profit for the current period was \$2.7 million, or 64%, higher than the same period last year reflecting higher sales and improved gross margins. The segment's fiscal 2000 results were favorably impacted by the Company's investment in S+T GmbH combined with an improvement in the operating results of Tukaiz. Operating profit for the Bronze segment for the first nine months of fiscal 2000 was \$1.8 million, or 8%, higher than the same period a year ago. The acquisition of Caggiati S.p.A. combined with higher sales and improved margins for architectural and memorial products were the primary factors in the Bronze segment's current operating results. Operating profit for the Marking Products segment for the nine months ended June 30, 2000 increased \$1.3 million, or 41%, over the same period a year ago. Higher sales in North America of ink-jet equipment and related products as a result of the segment's new product development efforts and a better product mix resulted in the operating profit growth.

Investment income for the first nine months of fiscal 2000 was \$1.3 million compared to \$1.4 million for the first nine months of fiscal 1999. Fiscal 1999 investment income included equity income of \$244,000 from the Company's investment in S+T GmbH, which was recorded under the equity method of accounting through March 31, 1999.

Results of Operations, continued:

Interest expense for the nine months ended June 30, 2000 was \$1.2 million, compared to \$501,000 for the first nine months of fiscal 1999. The increase in interest expense compared to the same period last year principally related to fiscal 1999 borrowings by Tukaiz and new borrowings and assumed debt in connection with the acquisition of Caggiati in June 1999.

Other income (deductions), net, for the nine months ended June 30, 2000 represented a reduction to pre-tax income of \$173,000 compared to a reduction of \$286,000 for the first nine months of fiscal 1999. Minority interest for the first nine months of fiscal 2000 was \$1.7 million compared to \$95,000 for the same period a year ago. The higher minority interest deduction for the current period resulted from the Company's investment in S+T GmbH and an improvement in the operating results of Tukaiz.

The Company's effective tax rate for the first nine months of fiscal 2000 was 39.2%, compared to 39.4% for the year ended September 30, 1999. The difference between the Company's effective tax rate and the Federal statutory rate of 35% primarily reflects the impact of state income taxes.

Liquidity and Capital Resources

Net cash provided by operating activities was \$25.0 million for the nine months ended June 30, 2000, compared to \$17.6 million for the first nine months of fiscal 1999. Operating cash flow for both periods primarily reflected net income adjusted for depreciation and amortization (non-cash expenses). Operating cash flow for the prior period was impacted by higher accounts receivable related to mausoleum construction revenues and the payment of income tax accruals.

Cash used in investing activities was \$19.4 million for the nine months ended June 30, 2000 compared to \$17.8 million for the first nine months of fiscal 1999. Investing activities for the current period reflected capital expenditures of \$5.7 million, net purchases of investment securities of \$4.7 million and cash payments of \$3.6 million and \$5.6 million, respectively, in connection with the acquisitions of Caggiati S.p.A. and a 50% interest in S+T GmbH. Under the acquisition agreement for Caggiati S.p.A., Matthews paid cash of Lit. 20.2 billion (U.S.\$10.9 million) at the closing (June 1, 1999) with Lit. 7.2 billion payable one year after the closing date (June 1, 2000) and the remaining Lit. 7.2 billion payable two years after the closing date (June 1, 2001). The cash payment for the purchase of a 50% interest in S+T GmbH (which was acquired in September 1998) was due in January 2000. Investment securities were purchased in the fiscal 2000 first quarter to obtain a better rate of return on the Company's excess cash. Investing activities for the first nine months of fiscal 1999 included capital expenditures of \$11.6 million, which were partially offset

by proceeds of \$3.7 million from the net disposition of investment securities. Fiscal 1999 investing activities also included the acquisition of Caggiati S.p.A. in June 1999.

Capital expenditures for the first nine months of fiscal 2000 were lower than the same period a year ago principally reflecting the investment last year in a commercial printing operation at Tukaiz. Capital spending for property, plant and equipment has averaged \$8.9 million for the last three fiscal years. The capital budget of the Company for fiscal 2000 is \$11.7 million. The Company expects to generate sufficient cash from operations to fund all anticipated capital spending projects.

Liquidity and Capital Resources, continued

Cash used in financing activities for the nine months ended June 30, 2000 was \$9.4 million, consisting of net treasury stock purchases of \$7.5 million, proceeds of \$4.0 million from borrowings by Caggiati S.p.A., repayments of \$3.8 million on long-term debt of Caggiati S.p.A. and Tukaiz, and dividend payments of \$2.2 million to the Company's shareholders. Cash provided by financing activities was \$1.5 million for the nine months ended June 30, 1999 consisting principally of borrowings of \$14.6 million in connection with the acquisition of Caggiati S.p.A. and capital projects for Tukaiz, offset by net treasury stock purchases of \$10.4 million and the Company's dividends of \$2.1 million. The Company had available lines of credit with U.S. and Canadian banks, net of outstanding borrowings, of approximately \$11 million at June 30, 2000.

On April 27, 2000, Matthews announced that its Board of Directors approved a continuation of the Company's stock repurchase program. Previously, the Board had authorized the repurchase of a total of three million shares of the Company's Class A and Class B Common Stock, which has been substantially completed. The current authorization allows Matthews to purchase up to an additional one million shares. The repurchase program is designed to increase shareholder value, enlarge the Company's holdings of its Class A and Class B Common Stock, and add to earnings per share. Repurchased shares may be retained in treasury, utilized for acquisitions, or reissued to employees or other purchasers.

At June 30, 2000 and September 30, 1999 and 1998, the Company's current ratio was 1.9, 1.6 and 1.7, respectively. The Company had cash and cash equivalents at June 30, 2000 and September 30, 1999 of \$26.8 million and \$31.5 million, respectively. Net working capital at June 30, 2000 was \$44.3 million. The Company believes that its current liquidity sources, combined with its operating cash flow and additional borrowing capacity, will be sufficient to meet its capital needs for the next 12 months.

Accounting Pronouncement

In December 1999, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin ("SAB") No. 101, "Revenue Recognition in Financial Statements." SAB No. 101 provides guidance on the recognition, presentation and disclosure of revenue in financial statements filed with the SEC. SAB No. 101 outlines basic criteria that must be met to recognize revenue and provides guidance for disclosure related to revenue recognition policies. The Company will be required to implement SAB No. 101 in the first quarter of its fiscal year ending September 30, 2001. The Company is currently evaluating the pronouncement in order to determine the impact, if any, of its provisions on the consolidated financial statements.

Year 2000 Issue

The Company has assessed the impact of the Year 2000 issue on its operations and information systems. Costs incurred for this assessment and for systems modifications required to address any Year 2000 issues have not been material. The Company's significant operating and information systems are Year 2000 compliant and, as such, the Year 2000 issue did not have a material impact on the consolidated financial position, results of operations or cash flows of the Company.

PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

The following Exhibit to this report is filed herewith:

Exhibit

No. Description

27 Financial Data Schedule (via EDGAR)

(b) Reports on Form 8-K

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MATTHEWS INTERNATIONAL CORPORATION
(Registrant)

Date 8/10/00

D.M. Kelly

D.M. Kelly, Chairman of the Board,
President and Chief Executive Officer

Date 8/10/00

E.J. Boyle

E.J. Boyle, Vice President, Accounting &
Finance, Treasurer and Secretary

<TABLE> <S> <C>

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE REGISTRANT'S QUARTERLY REPORT ON FORM 10-Q FOR THE NINE-MONTH PERIOD ENDED JUNE 30, 2000 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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