FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

0.5

hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			2. Issuer Name and Ticker or Trading Symbol MATTHEWS INTERNATIONAL CORP [MATW]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(First)		3. Date of Earliest Transaction (Month/Day/Year))						
(Street)		4. If Amendment, Date Ori				inal 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				
(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or				of, or Bene	, or Beneficially Owned						
	2. Transaction Date (Month/Day/Year)	Executio any	n Da	ate, it	Code (Instr.	(A) (Ins	or Disposed of tr. 3, 4 and 5)	f (D) Own Tran (Inst	ed Follow saction(s)		d i	Ownership of Form: Direct (D) or Indirect (I)	Beneficial Ownership
						containe form disp sired, Dispose	d in this form plays a curre ed of, or Benef	n are not ently valid	required OMB co	to respon	d unless th		474 (9-02)
Security or Exercise (Month/Day/Year) any	3A. Deemed Execution Date, it	4. if Transaction Code rr) (Instr. 8)		5. Number of I		6. Date Exercisable and Expiration Date (Month/Day/Year) 7. See		7. Title an Amount of Underlyin Securities	7. Title and Amount of Jnderlying Securities		Derivative Securities Beneficially Owned Following Reported	Ownershi Form of Derivativ Security: Direct (D or Indirect	
									Amount				
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	or Number of Shares				
i	(First) (Street) (State) a separate line for each ion Date (Month/Day/Year)	(First) (Middle) (Street) (State) (Zip) 2. Transaction Date (Month/Day/Year) a separate line for each class of securities Table II - Table II - (Month/Day/Year) 3. Transaction Date Execution Date, i any (Month/Day/Year) ve	(Street) (Street) (Street) (Street) (State) (State) (Zip) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivativ (e.g., puts is legal (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8)	(State) (Middle) 3. Date of Ear 11/16/2014 (Street) 4. If Amendm (State) (Zip) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Se (e.g., puts, cal any (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) 4. Transaction Code (Instr. 8)	(Street) (Street) (Street) (Street) (State) (State) (State) (Zip) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) a separate line for each class of securities beneficially owned (Month/Day/Year) Table II - Derivative Securities, puts, calls, we we (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (E.g., puts, calls, we we (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(Street) (Street) (Street) (State) (A) (State) (Calp) (Code (Instr. strength) (Month/Day/Year) (Month/Day/Year)	(Street) (A. If Amendment, Date Original Filed(Month/Day/Year) (A. Street) (Code (A) (Instr. 8) (I	(Street) (A. If Amendment, Date Original Filed(Month/Day/Year) (A. Securities Acquired (A) or Disposed or or form displays a curred (A) or Disposed or or form displays a curred (A) or Disposed or or form displays a curred (A) or Disposed or (B) or Disposed or or form displays a curred (A) or Disposed or (B) or Disp	(State) (State) (State) (State) (State) (State) (Zip) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (A) Gradient Execution Date, if (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Gradient Execution Date, if (Instr. 8) (A) Gradient Execution Date, if (A) Gradient Execution Date, if (Month/Day/Year) (Month/Day/Year) (A) Gradient Execution Date, if (Month/Day/Year) (A) Gradient Execution Date, if (Month/Day/Year) (A) Gradient Execution Date, if (Month/Day/Year) (B) Gradient Execution Date, if (Month/Day/Year) (Code (Month/Day/Year) (A) Gradient Execution Date, if (Month/Day/Year) (Month/Day/Year)	(Street) (Street) (Street) (Strate) (Strate) (Strate) (State) (A) If Amendment, Date Original Filed(Month/Day/Year) (State) (State) (A) Or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4)	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Amount of Securities Beneficially Owned directly or indirectly. 2. Transaction Date (Month/Day/Year) a separate line for each class of securities beneficially owned directly or indirectly. 2. Transaction Date (E.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (E.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) 4. S. Number (E.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) 4. S. Number (E.g., puts, calls, warrants, options, convertible securities) 4. S. Amount of Securities Beneficially Owned General Price of Code (A) or Disposed of (D) (Instr. 3 and 4) 4. S. Number (E.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (E.g., puts, calls, warrants, options, convertible securities) 4. S. Number (E.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3 and 4) 8. Price of Code (Month/Day/Year) (Instr. 3 and 4) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 5) 8. Price of Code (Month/Day/Year) (Instr. 3 and 4)	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Amount of Securities Beneficially Owned Following Reported Transaction(Sinstr. 3 and 4) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) Price (Month/Day/Year) 3. Transaction (A) or Disposed of (D) Price (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) Price (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) Price (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (D) Price (E.g., puts, calls, warrants, options, convertible securities) 4. Securities Acquired (B.g., puts, calls, warrants, options, convertible securities) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) 5. Transaction (Month/Day/Year) 6. Individual or Joint/Group Filing(Cheek Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 6. Amount of Securities Beneficially Owned (Instr. 3 and 4) 6. Presons 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. 6. Disposed of (D) (Instr. 3 and 4) 7. Title and Amount of Derivative Securities (Month/Day/Year) 8. Price of 9. Number of Amount of Code (Instr. 5) (Instr. 5	(Street)

D	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
BARTOLACCI JOSEPH C	X		President and CEO				

Signatures

Joseph C. Bartolacci	11/24/2014
**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) The transaction represents the forfeiture of employee stock options, granted under the Company's 1992 Stock Incentive Plan, which did not meet a stock price performance target prior to the expiration of the option terms.

Remarks

See attached "Footnotes" page.

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.