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

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longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### 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

on *	2 Issuer Nam	d Ti									
1. Name and Address of Reporting Person *  2. Issuer Name and Ticl MATTHEWS INTER [MATW]				~ ,			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  Director X Officer (give title below)  Other (specify below)				
(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/02/2015					CFO, Secretary & Treasurer					
	4. If Amendment, Date Original 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					
(Zip)	7	Table I -	Non-De	rivative S	Securities	Acquir	red, Dispo	osed of, or	Beneficially (	Owned	
ate Ionth/Day/Year)	Execution Date, any	if Code (Instr	Code (Instr. 8)				Beneficially Owned Following Reported Transaction(s)		Following (n(s)	Ownership o Form:	V. Nature of Indirect Beneficial
			de V	Amoun	(A) or (D)		(Instr. 3 a	ir. 3 and 4)		\ /	Ownership (Instr. 4)
2/02/2015		F	I)	1,080	113		135,605		I	)	
			the	ntained i form dis	n this for splays a	rm are currer	not req	uired to re d OMB cor	spond unle	ss	C 1474 (9- 02)
1. Title of Derivative Conversion Date Execution Da		4. 5. Number of Transaction of Derivative (		6. Date Exercisable 7. T Am Am (Month/Day/Year) 7. T C Sec		7. Tit Amo Unde Secu (Insti	Citle and count of derlying urities str. 3 and S. Price of Derivative Security (Instr. 5)		Derivative Securities Beneficially Owned Following Reported	Form of Derivative Security: Direct (D) or Indirect	
				ate cercisable	Expiration Date	on Title	Amount or Number of				
	(Zip)  Transaction ate Month/Day/Year)  2/02/2015  each class of secu  Table II - D	(Middle)  3. Date of Earli 12/02/2015  4. If Amendme  (Zip)  Transaction ate Anonth/Day/Year)  2/02/2015  2/02/2015  Table II - Derivative Securice, puts, calls, 3A. Deemed Execution Date, if Transaction and Ceg., puts, calls, 17 and 18 and	(Middle)  3. Date of Earliest Trans. 12/02/2015  4. If Amendment, Date Code (Zip)  Table 1 - I  Transaction ate Month/Day/Year)  2A. Deemed Execution Date, if any (Month/Day/Year)  Code (Instr.  Cod	(Middle)  3. Date of Earliest Transaction (12/02/2015  4. If Amendment, Date Original  Table I - Non-De  Transaction ate Month/Day/Year)  2A. Deemed Execution Date, if any (Month/Day/Year)  Code (Instr. 8)  Code V  2/02/2015  Table II - Derivative Securities Acquired, 1 (e.g., puts, calls, warrants, option any (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)  (Instr. 8)  S. Number 6. and Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  (Instr. 3, 4, and 5)	(Middle)  3. Date of Earliest Transaction (Month/Da 12/02/2015  4. If Amendment, Date Original Filed(Month/Day/Year)  Transaction ate Execution Date, if any (Month/Day/Year)  2A. Deemed Execution Date, if any (Month/Day/Year)  Code (Instr. 8)  Code V Amounth/Day/Year)  Persons where the form distribution of any (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, convertions)  A. Deemed Execution Date, if any (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  I Transaction of and Expiration Of Derivative (Month/Day/Year)  A. Deemed Execution Date, if Order (Instr. 8)  Code Derivative (Month/Day/Year)  A. Deemed Execution Date, if Order (Instr. 8)  Code Order (Month/Day/Year)  A. 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Deemed Execution Date, if Transaction of Disposed of (D) (Instr. 3, 4, and 5)  A. Deemed Execution Date, if Transaction Of Disposed of (D) (Instr. 3, 4, and 5)	(Middle)  3. Date of Earliest Transaction (Month/Day/Year)  12/02/2015  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Persons who respond to contained in this form are the form displays a curred  (A) or Disposed of, or Beneficial and Execution Date, if Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial and Execution Date, if Code (Instr. 8)  Solventies Acquired, Disposed of, or Beneficial and Expiration Date and Execution Date (Instr. 8)  Solventies Acquired (Instr. 8)  Solventies Acquired, Disposed of, or Beneficial and Expiration Date and Expiration Date (Instr. 8)  Solventies Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Middle)  3. Date of Earliest Transaction (Month/Day/Year)  12/02/2015  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (D) Price  Persons who respond to the collectontained in this form are not required form displays a currently valid (A) or Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction (A) or Disposed of (D) (Instr. 3)  Persons who respond to the collectontained in this form are not required (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed of (D) (Instr. 3)  A. Deemed (B. Individual A. Securities Acquired (A) or Disposed (B. Individual A. Securities (B. Individual A. Securit	(Middle)  3. Date of Earliest Transaction (Month/Day/Year)  12/02/2015  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Instr. 3, 4 and 5)  2A. Deemed Execution Date, if any (Month/Day/Year)  Code V Amount (A) or Disposed of (D) (Instr. 3, 4 and 5)  2/02/2015  F(I) 1,080 D \$ 135,605   Persons who respond to the collection of ir contained in this form are not required to rethe form displays a currently valid OMB cortained in this form are not required to rethe form displays a currently valid OMB cortained any (Month/Day/Year)  3A. Deemed Execution Date, if Transaction Code Derivative (e.g., puts, calls, warrants, options, convertible securities)  3A. Deemed Execution Date, if Transaction Code Derivative (Instr. 8)  3A. Deemed Execution Date, if Transaction of (D) (Instr. 8)  Acquired (A) or Disposed of, or Beneficially Owned (Month/Day/Year)  Acquired (A) or Disposed of, or Beneficially Owned (Month/Day/Year)  Acquired (A) or Disposed of, Or Beneficially Owned (Month/Day/Year)  Acquired (A) or Disposed of, Or Beneficially Owned (Month/Day/Year)  Acquired (A) or Disposed of, Or Beneficially Owned (Month/Day/Year)  Acquired (A) or Disposed of, Or Beneficially Owned (Month/Day/Year)  Amount of Derivative Securities (Instr. 3)  A, and 5)	(Middle)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  5. Amount of Securities Beneficially Owned Following (Instr. 3, 4 and 5)  Persons who respond to the collection of information contained in this form are not required to respond unlet the form displays a currently valid OMB control numbe  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Amount OMB Code  (Instr. 3)  Amount OMB Code  (Instr. 3)  (Month/Day/Year)  Amount OMB Code  (Instr. 3)  (Instr. 4)  (Instr. 4)	(Middle)  3. Date of Earliest Transaction (Month/Day/Year)  12/02/2015  4. If Amendment, Date Original Filed(Month/Day/Year)  5. Amount of Securities Deneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  6. Ownership Reported Transaction(s) (Instr. 4)  6. Ownership Reported Transaction(s) (Instr. 4)  6. Ownership Reported Transaction(s) (Instr. 3 and 4)  6. Ownership Reported Transaction(s) (Instr. 4)  6. Ownership Reported Transaction(s) (Instr. 3 and 4)  6. Ownership Reported Transaction(s) (Instr.

Describer Occurs Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
NICOLA STEVEN F			OFO C T				
			CFO, Secretary & Treasurer				

# **Signatures**

Steven F. Nicola	12/03/2015
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) Sale of shares to the registrant to cover tax withholdings on the vesting of restricted shares.

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.