SEC Form 4

FORM 4

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<tr><td>☐</td><td>Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</td></tr>
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person * DUNN BRIAN J	2. Issuer Name **and** Ticker or Trading Symbol MATTHEWS INTERNATIONAL CORP [MATW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) TWO NORTHSHORE CENTER	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2022	Director ___ 10% Owner ___ X Officer (give title below) ___ Other (specify below) ___ EVP, Strategy and Corp. Develo
(Street) PITTSBURGH PA 15212	4. If Amendment, Date of 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
(City) (State) (Zip)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/14/2022		M(1)		4,550	A	$0	54,054	D	
Class A Common Stock	11/14/2022		F(2)		1,730	D	$27.6	52,324	D	
Class A Common Stock	11/15/2022		D		1,300	D	$0	51,024	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Units	$0.0	11/14/2022		M			4,550	(1)	(1)	Class A Common Stock	4,550	$0	8,450	D	

Explanation of Responses:

1. On November 14, 2022, the vesting date, the time-based restricted share units converted into an equal number of shares of the Company's Class A common stock.

2. Sale of shares to the registrant to cover tax withholding on the vesting of restricted share units.

Remarks:

The Power of Attorney dated November 20, 2017 was filed on May 30, 2018, in Form 4, and is incorporated herein by reference.

/s/ Brian D. Walters (Attorney-in-Fact)	11/16/2022
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.