

# FORM 4

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

OMB APPROVAL	
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Check this box if no 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

(Print or Type Responses)

1. Name and Address of Reporting Person Whitaker Jerry R.			2. Issuer Name and Ticker or Trading Symbol MATTHEWS INTERNATIONAL CORP [MATW]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2018			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
TWO NORTSHORE CENTER			(Street)					
PITTSBURGH, PA 15212			4. If Amendment, Date Original Filed (Month/Day/Year)					
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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			

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

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**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 Underlying Securities (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 of Derivative Security: 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				
Deferred Stock Units under 2014 Director Fee Plan	(1)	03/08/2018		A		2,301	(2)	(1)	(1)	Class A Common Stock	2,301.00	\$ 0 (2)	4,211 (3)	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whitaker Jerry R. TWO NORTSHORE CENTER PITTSBURGH, PA 15212	X			

## Signatures

/s/ Brian D. Walters (Attorney-in-Fact)	03/09/2018
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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) Each Deferred Stock Unit ("DSU") is the economic equivalent of one share of Class A common stock. The DSUs become payable in common stock in accordance with a deferral election made by the reporting person or pursuant to the Issuer's Amended and Restated 2014 Director Fee Plan ("Plan"). A copy of such deferral election is on file with the Issuer.
- (2) The number of DSUs issued by the Issuer to the Reporting Person was calculated based on \$54.34, which represents the mean of the highest and lowest sale prices per share of the Issuer's Class A common stock on the Nasdaq Exchange on the date of issuance.  
 DSUs were issued by the Issuer to the Reporting Person in the following increments and calculated based on the mean of the highest and lowest sale prices per share of the Issuer's Class A common stock on the date of issuance: 1,887 on 03/09/2017 at \$66.25; 2,301 on 03/08/2018 at \$54.34. DSUs were also issued to the Reporting Person pursuant to
- (3) Class A common stock on the date of issuance: 1,887 on 03/09/2017 at \$66.25; 2,301 on 03/08/2018 at \$54.34. DSUs were also issued to the Reporting Person pursuant to

dividend equivalent rights in the following increments: 4 on 05/01/2017; 5 on 07/31/2017; 7 on 12/11/2017; 7 on 02/19/2018.

**Remarks:**

The Power of Attorney dated November 29, 2017 is filed herewith.

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.

LIMITED POWER OF ATTORNEY

The undersigned, Jerry R. Whitaker, does hereby nominate, constitute and appoint as his true and lawful attorneys-in-fact and agents with authority limited to and as specifically set forth herein, Brian Walters, Michael Walters, and Brian Walters, Jr. Each Attorney-in-Fact hereunder shall have the authority to: act, sign, execute and deliver for and behalf of and in the place and stead of the undersigned, in the undersigned's capacity as a director and/or officer of the Company, the undersigned hereby grants to each such Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers of the undersigned. This Limited Power of Attorney shall commence on the date of execution and shall remain in full force and effect until the undersigned is no longer required to file Form 3, 4, or 5 with respect to the undersigned's holdings of and in the Company.

IN WITNESS WHEREOF, I have caused this Limited Power of Attorney to be executed on November 29, 2017.

By: /s/ Jerry R. Whitaker

Name: Jerry R. Whitaker