

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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) 03/12/2020			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 NORTHSORE CENTER			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) PITTSBURGH, PA 15212			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
(City)	(State)	(Zip)						
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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Units	\$ 0 (1)	03/12/2020		A	5,639 (2)	(3)	(3)	Class A Common Stock	5,639.00 (3)	\$ 0	5,639	D	
Deferred Stock Units under 2019 Director Fee Plan	(4)	03/12/2020		A	102 (5)	(4)	(4)	Class A Common Stock	102.00 (5)	\$ 0	102	D	

Reporting Owners

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

Signatures

/s/ Brian D. Walters (Attorney-in-Fact)		03/16/2020
<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) Award of restricted share units made under the 2019 Director Fee Plan subject to the agreement entered into under the Plan. Each restricted share unit represents a contingent right to receive one share of the Company's common stock.
- (2) The number of restricted share units issued by the Issuer to the Reporting Person was calculated based on \$22.17, which represents the mean of the highest and lowest sales prices per share of the Issuer's Class A common stock on the Nasdaq Exchange on the date of issuance.
- (3) The award generally vests on March 12, 2022 at which point the units will be converted to an equal number of shares of the Company's common stock.
- (4) 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 2019 Director Fee Plan. A copy of such deferral election is on file with the Issuer.
- (5) DSUs were issued by the Issuer to the Reporting Person pursuant to dividend equivalent rights in the following increments: 24 on 05/20/2019; 27 on 08/19/2019; 24 on 12/9/2019; 27 on 02/17/2020.

Remarks:

The Power of Attorney dated November 29, 2017 was filed on March 9, 2018, in Form 4, and is incorporated herein by reference.

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

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