

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

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

1. Name and Address of Reporting Person * <u>Kohl Gary Raymond</u> _____ (Last) (First) (Middle) <u>TWO NORTHSORE CENTER</u> _____ (Street) <u>PITTSBURGH PA 15212</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MATTHEWS INTERNATIONAL CORP [ MATW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <b>President SGK</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/14/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 <sup>(1)</sup>		5,600	A	\$0	20,688	D	
Class A Common Stock	11/14/2022		F <sup>(2)</sup>		1,975	D	\$27.6	18,713	D	
Class A Common Stock	11/15/2022		D		600	D	\$0	18,113	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
Restricted Share Units	\$0.0	11/14/2022		M			5,600	(1)	(1)	Class A Common Stock	5,600	\$0	10,400	D	
Restricted Share Units	\$0.0 <sup>(3)</sup>	11/14/2022		A		18,500		(4)	(4)	Class A Common Stock	18,500 <sup>(4)</sup>	\$0	18,500	D	

**Explanation of Responses:**

- 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.
- Sale of shares to the registrant to cover tax withholding on the vesting of restricted share units.
- Award of restricted share units under the Company's Amended and Restated 2017 Equity Incentive Plan (the "Plan"), subject to the agreement entered into under the Plan. Each restricted share unit represents a contingent right to receive shares of the Company's common stock as described below.
- In general, 40% of the grant vests on November 14, 2025; 30% of the grant vests at target based upon the Company achieving certain metrics based on Return on Invested Capital ("ROIC"); and 30% of the grant vests at target based upon the Company achieving certain metrics based on adjusted earnings per share. Vesting of all units are generally subject to continuing employment through November 14, 2025. Upon vesting, time-based units will be converted to an equal number of shares of the Company's common stock; performance-based units will be converted to the Company's common stock using a factor ranging from 50% to 200% based upon the level of achievement of the performance thresholds related to the above targets. Performance related units that do not achieve the ROIC or earnings per share thresholds by the end of the performance period will be forfeited.

**Remarks:**

The Power of Attorney dated April 23, 2018 was filed on April 25, 2018, in Form 3, 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.