

OMB APPROVAL	
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**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>DUNN BRIAN J</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) <input checked="" type="checkbox"/> <u>EVP, Strategy and Corp. Develo</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2022</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	11/17/2022		M <sup>(1)</sup>		7,273	A	\$0	58,297	D	
Class A Common Stock	11/17/2022		F <sup>(2)</sup>		2,775	D	\$27.54	55,522	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	11/17/2022		M			4,225	(1)	(1)	Class A Common Stock	7,273 <sup>(1)</sup>	\$0	0	D	

**Explanation of Responses:**

- On November 17, 2022, the vesting date, the return on invested capital performance-based restricted share units converted into shares of the Company's Class A common stock at a rate of 172.15%. The remaining shares subject to the restricted stock unit award were forfeited.
- 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) 11/21/2022

\*\* 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.

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