

Whitaker Jerry R.  
Form 4  
March 18, 2019

**FORM 4**

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

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(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)

(Last) (First) (Middle)

TWO NORTHSORE CENTER

(Street)

PITTSBURGH, PA 15212

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/14/2019

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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	(D)	Price

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

**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 control  
number.**

SEC 1474  
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secu
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Share Units	\$ 0 <sup>(1)</sup>	03/14/2019	A		3,291 <sup>(2)</sup>		<sup>(3)</sup>	<sup>(3)</sup>	Class A Common Stock	3,291 <sup>(3)</sup>	\$	
Deferred Stock Units under 2014 Director Fee Plan	<sup>(4)</sup>	03/14/2019	A		71 <sup>(5)</sup>		<sup>(4)</sup>	<sup>(4)</sup>	Class A Common Stock	71 <sup>(5)</sup>	\$	

## 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) 03/18/2019

                     \*\*Signature of Reporting Person

                     Date

## 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 2019 Director Fee Plan. Each restricted share unit represents a contingent right to receive one share of the Company's common stock.
- The number of restricted share units issued by the Issuer to the Reporting Person was calculated based on \$37.99, which represents the
- (2) 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.
- The award generally vests on March 14, 2021 at which point the units will be converted to an equal number of shares of the Company's
- (3) common stock. Upon the vesting of this award of restricted share units, the reporting person deferred the receipt of the Class A common stock underlying the award subject to a timely deferral election, unless such deferral election is timely modified or revoked pursuant to its terms.
- (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 Amended and Restated

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2014 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 issued in the following increments: 15 on 05/15/2018; 15 on 08/13/2018; 20 on 12/10/2018; 21 on 02/18/2019.

### 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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