OLEARY JOHN PJR

Form 4

December 22, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * OLEARY JOHN P JR			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)	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2009				_X_ Director 10% Owner Officer (give title below) Other (specify below)					
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	saction Date 2A. Dee /Day/Year) Execution any (Month/		3. Transaction Code (Instr. 8)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock	01/02/2009			M		11,070	A	\$0	11,408	D		
Class A Common Stock	01/02/2009			G	V	11,070	D	\$0	11,408	D		
Class A Common Stock	01/02/2009			G	V	11,070	A	\$0	12,470	I	Held in trust for benefit of spouse	
	04/09/2009			G	V	1,400	D	\$0	11,408	D	•	

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Class A Common Stock

Held in Class A trust for Common G V 1,400 A \$0 12,470 04/09/2009 benefit of Stock

spouse

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

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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 (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. Transactio Code (Instr. 8)	5. Number of on 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	(1)	01/02/2009		M(2)	11,070	(3)	<u>(4)</u>	Class A Common Stock	11,070	•

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

OLEARY JOHN P JR

X

Signatures

John P. O'Leary, 12/22/2009 Jr.

**Signature of Date Reporting Person

2 Reporting Owners

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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) 1 for 1.
- (2) Exercise and settlement of phantom stock units.
 - In general, payments on phantom stock units commence on April 1 of the calendar year following the calendar year in which the reporting
- (3) person ceases to be a member of the Board of Directors. This exercise made pursuant to a one-time special election by the reporting person.
- In general, payments on phantom stock units commence on April 1 of the calendar year following the calendar year in which the reporting (4) person ceases to be a member of the Board of Directors. This exercise made pursuant to a one-time special election by the reporting

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.