

Edgar Filing: MATTHEWS INTERNATIONAL CORP - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Phantom Stock Unit	(1)	03/10/2005	A(2)	628.16					(3)	(4)	Class A Common Stock	62
Common Stock Option	\$ 34.63	03/10/2005	A(5)	3,500					03/10/2007(6)	03/10/2015(7)	Class A Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAVANAUGH ROBERT J			X	

Signatures

Robert J. Kavanaugh
 03/14/2005
 **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) 1 for 1.
- (2) Formula award made under the 1994 Director Fee Plan, as amended, based on market price at time of award.
- (3) Payments on phantom stock units commence on April 1 of the calendar year following the calendar year in which the reporting person ceases to be a member of the Board of Directors.
- (4) Payments on phantom stock units commence on April 1 of the calendar year following the calendar year in which the reporting person ceases to be a member of the Board of Directors.
- (5) Formula award made under the 1994 Director Fee Plan, as amended, based on the option value at the time of award.
- (6) Date first exercisable. Subject to the agreement entered into under the Company's 1994 Director Fee Plan, as amended, in general the options vest on the second anniversary of award.
- (7) Date last exercisable in accordance with such agreement.

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.