

MATTHEWS INTERNATIONAL CORP
Form 4
November 18, 2016

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*
DUNN BRIAN J

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)
(Street)
(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2016
4. If Amendment, Date Original Filed(Month/Day/Year)

Director 10% Owner
[X] Officer (give title below) Other (specify below)
EVP, Strategy and Corp. Develo
6. Individual or Joint/Group Filing(Check Applicable Line)
[X] 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

Table with 7 columns: 1. Title of Security, 2. Transaction Date, 2A. Deemed Execution Date, 3. Transaction Code, 4. Securities Acquired or Disposed of (A or D), 5. Amount of Securities Beneficially Owned Following Reported Transaction(s), 6. Ownership Form, 7. Nature of Ownership. Includes rows for Class A Common Stock transactions on 11/16/2016 and 11/17/2016.

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

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr	
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Code V (A) (D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNN BRIAN J			EVP, Strategy and Corp. Develo	

## Signatures

Brian J Dunn 11/18/2016

\_\_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).

Award of restricted stock under the Company's 2012 Equity Incentive Plan, subject to the agreement entered into under the Plan. In General, 50% of the shares vest on November 16, 2019, subject to continuing employment at that time; 25% of the shares vest in increments of one-third upon the stock price of the Company reaching 105%, 115% and 125% of the price of the Company's common stock on the date of the award for ten consecutive trading days, respectively; and 25% of the shares vest in increments of one-third upon the adjusted earnings per share of the company reaching \$3.65, \$3.94 and \$4.26; and in any event no earlier than one year from the date of the grant, subject to continuing employment at that time. Shares that do not achieve the stock price thresholds on or before November 16, 2021 will be forfeited. Shares that do not achieve the adjusted earnings per share thresholds on or before November 16, 2019 will be forfeited.
- (2) Sale of shares to the registrant to cover tax withholdings on the vesting of restricted shares.

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.