

MATTHEWS INTERNATIONAL CORP  
Form 4/A  
November 27, 2006

**FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
RAHILL PAUL F

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)  
11/22/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
11/27/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, Cremation Division

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 Ownership (Instr. 4)
Class A Common Stock	11/22/2006		M	3,334	A \$ 21.81	22,400	D
Class A Common Stock	11/22/2006		S	3,334	D \$ 41	22,400	D
Class A Common Stock	11/22/2006		M	0	A \$ 0	12,000	I Spouse

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.**

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(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. 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)
Employee Stock Option	\$ 21.81	11/22/2006		M	3,334	Date Exercisable: 12/19/2005 Expiration Date: 12/19/2012	Class A Common Stock Amount or Number of Shares: 3,334

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAHILL PAUL F			President, Cremation Division	

## Signatures

Paul F. Rahill  
 \*\*Signature of Reporting Person  
 11/27/2006  
 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).

### Remarks:

This amended Form 4 has been filed to report the correct end-of-period shares of Class A Common shares owned (Table I, Co  
 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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