

Ciccone Jennifer Ann
Form 3
February 27, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Ciccone Jennifer Ann

(Last) (First) (Middle)

TWO NORTHSORE CENTER

(Street)

PITTSBURGH,Â PAÂ 15212

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/19/2009

3. Issuer Name and Ticker or Trading Symbol

MATTHEWS INTERNATIONAL CORP [MATW]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other

(give title below) (specify below)

V.P., Human Resources

5. 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock

8,545 ⁽¹⁾ ⁽²⁾

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

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				Shares		(I) (Instr. 5)	
Employee Stock Option	11/15/2003 ⁽³⁾	11/15/2010 ⁽⁴⁾	Class A Common Stock	1,000	\$ 14.03	D	Â
Employee Stock Option	01/17/2005	01/17/2012	Class A Common Stock	750	\$ 24.37	D	Â
Employee Stock Option	12/19/2005	12/19/2012	Class A Common Stock	2,000	\$ 21.81	D	Â
Employee Stock Option	12/15/2006	12/15/2013	Class A Common Stock	2,000	\$ 28.575	D	Â
Employee Stock Option	11/16/2007	11/16/2014	Class A Common Stock	1,500	\$ 36.025	D	Â
Employee Stock Option	11/16/2008	11/16/2015	Class A Common Stock	2,750	\$ 37.285	D	Â
Employee Stock Option	11/15/2009	11/15/2016	Class A Common Stock	9,500	\$ 40.555	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ciccone Jennifer Ann TWO NORTHSORE CENTER PITTSBURGH, PA 15212	Â	Â	Â V.P., Human Resources	Â

Signatures

Jennifer A. Ciccone 02/27/2009

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes 2,750 shares of restricted stock under the Company's 1992 Stock Incentive Plan, subject to the agreement entered into under the Plan. In general, 1,650 shares vest on November 12, 2010 subject to continuing employment at that time. Of the remaining shares, 550 shares and 550 shares, respectively, vest upon the stock price of the Company reaching 125% and 140% of the price of the Company's common stock on November 12, 2007 for ten consecutive trading days, subject to continuing employment at that time. Shares that do not achieve the stock price thresholds on or before November 12, 2012 will be forfeited.

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- Includes 3,900 shares of restricted stock under the Company's 2007 Equity Incentive Plan, subject to the agreement entered into under the Plan. In general, 50% of the shares vest on November 12, 2011, subject to continuing employment at that time. The remaining 50% of the shares vest in increments of one-third upon the stock price of the Company reaching 110%, 125% and 140% of the price of the Company's common stock on the date of the award for ten consecutive trading days, respectively, 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 12, 2013 will be forfeited.
- (2) Date first exercisable. Subject to the agreements entered into under the Company's 1992 Stock Incentive Plan, in general, the options vest in increments of one-third upon the later to occur of three, four and five years, respectively, from the grant date, and the stock price of the Company reaching 110%, 133% and 160% of the exercise price for ten consecutive trading days, respectively.
- (3) 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.

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