

GARCIA TUNON ALVARO

Form 4

March 18, 2019

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

OMB APPROVAL

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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 *
GARCIA TUNON ALVARO2. 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)

TWO NORTHSORE CENTER

(Street)

PITTSBURGH, PA 15212

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2019☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)4. 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 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)
				(A) or (D)	Amount		

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 8)									
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Units	\$ 0 ⁽¹⁾	03/14/2019	A		3,291 ⁽²⁾		⁽³⁾	⁽³⁾	Class A Common Stock	3,291 ⁽³⁾				\$
Deferred Stock Units under 2014 Director Fee Plan	⁽⁴⁾	03/14/2019	A		143 ⁽⁵⁾		⁽⁴⁾	⁽⁴⁾	Class A Common Stock	143 ⁽⁵⁾				\$
Deferred Stock Units under 2019 Director Fee Plan	⁽⁴⁾	03/14/2019	A		2,633 ⁽⁶⁾		⁽⁴⁾	⁽⁴⁾	Class A Common Stock	2,633 ⁽⁶⁾				\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARCIA TUNON ALVARO TWO NORTHSORE CENTER PITTSBURGH, PA 15212	X			

Signatures

/s/ Brian D. Walters
(Attorney-in-Fact) 03/18/2019

 **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) Award of restricted share units made under the 2019 Director Fee Plan subject to the agreement entered into under the 2019 Director Fee Plan. Each restricted share unit represents a contingent right to receive one share of the Company's common stock.
- (2)

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The number of restricted share units issued by the Issuer to the Reporting Person was calculated based on \$37.99, which represents the mean of the highest and lowest sales prices per share of the Issuer's Class A common stock on the Nasdaq Exchange on the date of issuance.

- (3) The award generally vests on March 14, 2021 at which point the units will be converted to an equal number of shares of the Company's common stock. Upon the vesting of this award of restricted share units, the reporting person deferred the receipt of the Class A common stock underlying the award subject to a timely deferral election, unless such deferral election is timely modified or revoked pursuant to its terms.

- (4) Each Deferred Stock Unit ("DSU") is the economic equivalent of one share of Class A common stock. The DSUs become payable in common stock in accordance with a deferral election made by the reporting person or pursuant to the Issuer's Amended and Restated 2014 Director Fee Plan or 2019 Director Fee Plan as noted in Table II, Column I. A copy of such deferral election is on file with the Issuer.

- (5) DSUs were issued by the Issuer to the Reporting Person pursuant to dividend equivalent rights issued in the following increments: 31 on 05/15/2018; 31 on 08/13/2018; 41 on 12/10/2018; 40 on 02/18/2019.

- (6) DSUs were issued by the Issuer to the Reporting Person calculated based on the mean of the highest and lowest sale prices per share of the Issuer's Class A common stock on the date of issuance: 2,631 on 3/14/2019 at \$37.99.

Remarks:

The Power of Attorney dated February 6, 2018 was filed on February 7, 2018, in Form 4, and is incorporated herein by reference.

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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