

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- Preliminary Proxy Statement Confidential, for use of the
 Definitive Proxy Statement Commission only
 Definitive Additional Materials
 Soliciting Material pursuant to Rule 14a-11c or Rule 14a-12

MATTHEWS INTERNATIONAL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[] Fee computed on table below per Exchange Act Rules 14a-6(I)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11:

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

[] Fee paid previously with preliminary materials.

[] Check box if any part of the fee is offset as provided by Exchange Act
Rule 0-11(a)(2) and identify the filing for which the offsetting fee
was paid previously. Identify the previous filing by registration
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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

MATTHEWS INTERNATIONAL CORPORATION

2002

NOTICE

OF

ANNUAL
MEETING
AND
PROXY
STATEMENT

Matthews International Corporation
Corporate Office
Two NorthShore Center
Pittsburgh, Pennsylvania 15212-5851
412.442.8200 Fax 412.442.8290

Notice of
ANNUAL MEETING OF SHAREHOLDERS
To be held February 14, 2002

To Our Shareholders:

The Annual Meeting of the Shareholders of Matthews International Corporation will be held at 6:00 PM on Thursday, February 14, 2002 at Sheraton Station Square, Seven Station Square Drive, Pittsburgh, Pennsylvania, for the purpose of considering and acting upon the following:

1. To elect two Directors of the Company for a term of three years.
2. To ratify the appointment of PricewaterhouseCoopers LLP as independent certified public accountants to audit the records of the Company for the fiscal year ending September 30, 2002.
3. To transact such other business as may properly come before the meeting.

Shareholders of record as of December 31, 2001 will be entitled to vote at the Annual Meeting or any adjournments thereof.

Please indicate on the enclosed proxy card whether you will or will not be able to attend this meeting. Return the card in the enclosed envelope as soon as possible. If you receive more than one proxy card (for example, because you own common stock in more than one account), please be sure to complete and return all of them.

We hope you can be with us for this important occasion.

Sincerely,

Edward J. Boyle

Edward J. Boyle
Corporate Secretary

January 14, 2002

Matthews International Corporation
Two NorthShore Center
Pittsburgh, PA 15212 - 5851
412 / 442-8200

PROXY STATEMENT

The accompanying proxy is solicited by the Board of Directors of the Company whose principal executive offices are located at Two NorthShore Center, Pittsburgh, Pennsylvania 15212. This Proxy Statement and the accompanying proxy were first released to shareholders on January 14, 2002.

Execution of the proxy will not affect a shareholder's right to attend the meeting and vote in person. Any shareholder giving a proxy has the right to revoke it at any time before it is voted by giving notice to the Corporate Secretary or by attending the meeting and voting in person.

Matters to be considered at the Annual Meeting are those set forth in the accompanying notice. Shares represented by proxy will be voted in accordance with instructions. In the absence of instructions to the contrary, the proxy solicited will be voted for the proposals set forth.

Management does not intend to bring before the meeting any business other than that set forth in the Notice of Annual Meeting of Shareholders. If any other business should properly come before the meeting, it is the intention of Management that the persons named in the proxy will vote in accordance with their best judgment.

OUTSTANDING STOCK AND VOTING RIGHTS

The Company has one class of stock outstanding: Class A Common Stock, par value \$1.00 per share, referred to as the "Common Stock."

Each outstanding share of Common Stock of the Company entitles the holder to one vote upon any business properly presented at the shareholders' meeting. Cumulative voting is not applicable to the election of directors.

The Board of Directors of the Company has established December 31, 2001 as the record date for shareholders entitled to vote at the Annual Meeting. The transfer books of the Company will not be closed. A total of 30,281,500 shares of Common Stock are outstanding and entitled to vote at the meeting.

Abstentions and broker non-votes have no effect on any proposal to be voted upon. Broker non-votes as to any matter are shares held by brokers and other nominees which are voted at the meeting on matters as to which the nominee has discretionary authority, but which are not voted on the matter in question because the nominee does not have discretionary voting authority as to such matter.

GENERAL INFORMATION REGARDING CORPORATE GOVERNANCE

Board of Directors

The Board of Directors is the ultimate governing body of the Company. As such, it functions within a framework of duties and requirements established by statute, government regulations and court decisions. Generally, the Board of Directors reviews and confirms the basic objectives and broad policies of the Company, approves various important transactions, appoints the officers of the Company and monitors Company performance in key results areas.

Board Composition

The Restated Articles of Incorporation of the Company provide that the Board of Directors has the power to set the number of Directors constituting the full Board, provided that such number shall not be less than five nor more than fifteen. Until further action, the Board of Directors has fixed the number of directors constituting the full Board at seven, divided into three

classes. The terms of office of the three classes of Directors end in successive years.

During fiscal year 2001, there were five regularly scheduled meetings and three special meetings of the Board of Directors.

Board Committees

There are three standing committees appointed by the Board of Directors -- the Executive, Audit and Compensation Committees.

Management has the same responsibility to each committee as it does to the Board of Directors with respect to providing adequate staff services and information. Furthermore, each committee has the same power as the Board of Directors to employ the services of outside consultants and to have discussions and interviews with personnel of the Company and others.

The principal functions of the three standing committees are summarized as follows:

Executive Committee

The Executive Committee is appointed by the Board of Directors to have and exercise during periods between Board meetings all of the powers of the Board of Directors, except that the Executive Committee may not elect directors, change the membership of or fill vacancies in the Executive Committee, change the By-laws of the Company or exercise any authority specifically reserved by the Board of Directors. Among the functions customarily performed by the Executive Committee during periods between Board meetings are the approval, within limitations previously established by the Board of Directors, of the principal terms involved in sales of securities of the Company, and such reviews as may be necessary of significant developments in major events and litigation involving the Company. In addition, the Executive Committee is called upon periodically to provide advice and counsel in the formulation of corporate policy changes and, where it deems advisable, make recommendations to the Board of Directors.

The Executive Committee holds meetings at such times as are required. During fiscal year 2001, the Executive Committee met a total of four times. The members of the Committee are David M. Kelly (Chairman), David J. DeCarlo and Thomas N. Kennedy.

Audit Committee

The principal function of the Audit Committee is to serve as an independent and objective party to monitor the Company's financial reporting and internal control systems. The Committee periodically reviews and appraises the Company's outside auditors and the Company's internal audit department and serves as a vehicle to provide an open avenue of communication between the Company's Board of Directors and financial management, the internal audit department, and independent accountants.

The Committee members are John P. O'Leary, Jr. (Chairman), William J. Stallkamp and Robert J. Kavanaugh. During fiscal year 2001, the Audit Committee met twice.

Compensation Committee

The principal function of the Compensation Committee, the members of which are William J. Stallkamp (Chairman), Robert J. Kavanaugh and John D. Turner, is to review periodically the suitability of the remuneration arrangements (including benefits), other than stock remuneration, for the principal executives of the Company. A subcommittee of the Compensation Committee, the Stock Compensation Committee, the members of which are Messrs. Stallkamp (Chairman), Kavanaugh and Turner, consider and grant stock remuneration and administer the Company's 1992 Stock Incentive Plan. The Compensation Committee met two times during fiscal year 2001.

Meeting Attendance

Under the applicable rules of the Securities and Exchange Commission, the Company's Proxy Statement is required to name those directors who during the preceding year attended fewer than 75% of the total number of meetings held by the Board and by the Committees of which they are members. During fiscal year 2001, all directors attended more than 75% of such meetings for which they were eligible.

Compensation of Directors

Pursuant to the Director Fee Plan, directors who are not also officers of the Company each receive as an annual retainer fee shares of the Company's Class A Common Stock equivalent to approximately \$16,000. In addition, each such director is paid \$1,000 for every meeting of the Board of Directors attended and (other than a Chairman) \$500 for every committee meeting attended. The Chairman of a committee of the Board of Directors is paid \$700 for every committee meeting attended. Directors may also elect to receive the common stock equivalent of meeting fees. Each director may elect to be paid these shares on a current basis or have such shares credited to a deferred stock account as phantom stock. No other remuneration is otherwise paid by the Company to any director for services as a director.

PROPOSAL 1

ELECTION OF DIRECTORS

Nominations for election to the Board of Directors may be made by the Board of Directors or by the shareholders. David M. Kelly and John D. Turner, whose terms of office are expiring, have been nominated by the Board to serve for three-year terms that will end in 2005. Nominations made by the shareholders shall be made in writing in accordance with Section 6.1 of the Restated Articles of Incorporation. No such nominations have been received.

The Board of Directors has no reason to believe that any of the nominees will become unavailable for election. If a nominee should become unavailable prior to the meeting, the accompanying proxy will be voted for the election in his place of such other person as the Board of Directors may recommend.

The Board of Directors recommends that you vote FOR the election of Directors.

The following information is furnished with respect to the two persons nominated by the Board of Directors for election as a director and with respect to the continuing directors.

The Nominees

David M. Kelly, age 59, was elected Chairman of the Board on March 15, 1996. He joined Matthews on April 3, 1995 as President and Chief Operating Officer and was appointed Chief Executive Officer on October 1, 1995. Prior to his employment with Matthews, Mr. Kelly was employed by Carrier Corporation for 22 years. During that time, his positions included Marketing Vice President for Asia Pacific; President of Japanese Operations; Vice President, Manufacturing; President of North American Operations; and Senior Vice President for Carrier's residential and light commercial businesses. Mr. Kelly received a Bachelor of Science in Physics from Boston College in 1964, a Master of Science degree in Molecular Biophysics from Yale University in 1966, and a Master of Business Administration from Harvard Business School in 1968. He is Chairman of the Executive Committee and the Jas. H. Matthews & Co. Educational and Charitable Trust, a member of the Pension Board, and serves on the boards of various subsidiaries of Matthews International Corporation. Mr. Kelly is a member of the Board of Directors of Mestek, Inc., Elliott Company and the United Way of Allegheny County.

John D. Turner, age 55, was elected to the Board of Directors of the Company in April 1999. Mr. Turner has been Chairman and Chief Executive Officer of Copperweld Corporation, a manufacturer of tubular and bimetallic wire products and wholly-owned subsidiary of The LTV Corporation, since December 2001. Prior thereto, Mr. Turner had been Executive Vice President and Chief Operating Officer of The LTV Corporation, an integrated steel producer, and President of LTV Copperweld. Mr. Turner was formerly President and Chief Executive Officer of Copperweld Corporation. He joined Copperweld in 1984 as Group Vice President - Marketing & Sales and later held the positions of Group Vice President - Specialty Bar & Tubing and Executive Vice President. Mr. Turner received a Bachelor's Degree in Biology from Colgate University. He currently serves on the Advisory Board of Shenango, Inc., and the Board of Directors of the Coalition of Christian Outreach, and Greater Pittsburgh Council, Boy Scouts of America. Mr. Turner is also a member of the Carnegie Mellon Board of Trustees and the Board of Directors of the Fellowship of Christian Athletes. He also serves on the national Board of Directors of the Council of Leadership Foundations.

Continuing Directors

David J. DeCarlo, age 56, is President, Bronze Division and has been a Director of the Company since 1987. He was elected President, Bronze Division in November 1993. Mr. DeCarlo received a Bachelor of Science Degree in Industrial Management from West Virginia University in 1967, a Master of Arts Degree in Economics and Statistics from the University of Pennsylvania in 1970, and an M.B.A. in Finance from the University of Pennsylvania Wharton School of Finance in 1971 where he also completed all the required courses for a Ph.D. in Applied Economics and Finance. Prior to joining Matthews, Mr. DeCarlo held various management positions with Reynolds Aluminum Company, Westinghouse Electric Corporation, and Joy Manufacturing Company where his last position was Vice President of Field Operations.

Robert J. Kavanaugh, age 64, has been a Director of the Company since 1998. Mr. Kavanaugh is a retired partner of the Pittsburgh office of Arthur Andersen LLP, an accounting firm. Mr. Kavanaugh has more than 38 years of experience assisting clients in numerous industries and has extensive experience in public reporting, SEC related matters, and mergers and acquisitions. Mr. Kavanaugh served as the advisory partner to a number of major clients, both public and private. Mr. Kavanaugh retired from Arthur Andersen LLP in August 1996.

Thomas N. Kennedy, age 66, has been a Director of the Company since 1987. He was Senior Vice President, Chief Financial Officer and Treasurer of the Company until his retirement from Matthews effective December 1, 1995. Mr. Kennedy had been employed by the Company since 1972. He was elected Treasurer in 1974 and Vice President - Treasurer in 1986. Mr. Kennedy received a Bachelor of Business Administration from the University of Pittsburgh in 1958.

John P. O'Leary, Jr., age 55, has been a Director of the Company since 1992. Mr. O'Leary is President and Chief Executive Officer of Tuscarora Incorporated, a wholly-owned subsidiary of SCA Packaging International B.V. and a division of SCA North America. Tuscarora is a leading producer and manufacturer of custom design protective packaging. Preceding SCA's acquisition of Tuscarora, Mr. O'Leary served as Chairman of Tuscarora's Board of Directors. Prior to taking over as President and Chief Executive Officer, Mr. O'Leary served as President of Western Division operations and was responsible for overseeing the operation of 12 profit centers located throughout the Midwest and South. Mr. O'Leary holds a Masters in Business Administration from the University of Pennsylvania Wharton School of Business and received a Bachelor's Degree in Economics from Gettysburg College. He currently serves on the Board of Directors of the Beaver County Educational Trust and is a Trustee of Gettysburg College.

William J. Stallkamp, age 62, has been a Director of the Company since 1981. Mr. Stallkamp was a Vice Chairman of Mellon Financial Corporation in Pittsburgh, PA and Chairman and Chief Executive Officer of Mellon PSFS in Philadelphia, PA until his retirement on January 1, 2000. Currently, he is a fund advisor and Chairman of the Operations Group at Safeguard Scientifics, Inc. He received a Bachelor of Science Degree in Business Administration from Miami University of Oxford, Ohio. He serves as a Director of Destiny WebSolutions, Inc., Cowee, Inc., United Concordia Companies, Inc., Akcelerant

Holdings, Inc. and Highmark Blue Cross/Blue Shield and The Smithers-Oasis Company. He also serves as the Chairman of the Board of Directors for YMCA of Philadelphia and Vicinity. He is a member of the Board of the Southeastern Pennsylvania Chapter of the American Red Cross and the Franklin Institute and Gwynedd - Mercy College.

The term for each nominee and each Director is listed below:

Nominees	Term to expire at Annual Meeting of Shareholders in:
David M. Kelly	2005
John D. Turner	2005

Continuing Directors

Thomas N. Kennedy	2003
William J. Stallkamp	2003
David J. DeCarlo	2004
Robert J. Kavanaugh	2004
John P. O'Leary, Jr.	2004

PROPOSAL 2

SELECTION OF AUDITORS

The Board of Directors of the Company, upon recommendation of the Audit Committee, has appointed PricewaterhouseCoopers LLP as independent certified public accountants to audit the records of the Company for the year ending September 30, 2002.

The Board of Directors has determined that it would be desirable to request an expression of opinion from the shareholders on the appointment. Ratification of the appointment of PricewaterhouseCoopers LLP requires the affirmative vote of a majority of all the votes cast by shareholders of Common Stock entitled to vote at the meeting. If the shareholders do not ratify the selection of PricewaterhouseCoopers LLP, the selection of alternative independent certified public accountants will be considered by the Board of Directors.

It is not expected that any representative of PricewaterhouseCoopers LLP will be present at the Annual Meeting of Shareholders.

The Board of Directors recommends that you vote FOR Proposal 2.

OTHER INFORMATION

Certain Reportable Transactions

The Securities and Exchange Commission requires disclosure of certain business transactions or relationships between the Company, or its subsidiaries, and other organizations with which any of the Company's directors are affiliated as an owner, partner, director, officer or employee. Briefly, disclosure is required where such a business transaction or relationship meets the standards of significance established by the Securities and Exchange Commission with respect to the types and amounts of business transacted. The Company is aware of no transaction requiring disclosure pursuant to this item during the past fiscal year.

Stock Ownership

The Company's Articles of Incorporation divide its voting stock into three

classes: Preferred Stock and Class A and Class B Common Stock. At the present time, none of the Preferred Stock is issued or outstanding. In addition, in September 2001, all outstanding shares of Class B Common Stock were automatically converted to an equivalent number of Class A shares. The following information is furnished with respect to persons who the Company believes, based on its records, beneficially own more than five percent of the outstanding shares of Class A Common Stock of the Company, and with respect to directors, officers and executive management. Those individuals with more than five percent of such shares could be deemed to be "control persons" of the Company.

This information is as of November 30, 2001.

Name of Beneficial Owner (1)	Number of Class A Shares Beneficially Owned (2)	Percent of Class
Directors, Officers and Executive Management:		
D.M. Kelly	536,741 (3)	1.8%
E.J. Boyle	161,667 (3)	0.5
D.J. DeCarlo	928,375 (3)	3.0
R.J. Kavanaugh	2,000	*
L.W. Keeley, Jr.	4,208 (3)	*
T.N. Kennedy	60,000	0.2
J.P. O'Leary, Jr.	24,580	0.1
R.J. Schwartz	116,284 (3)	0.4
W.J. Stallkamp	14,400	*
J.D. Turner	4,000	*
All directors, officers and executive management as a group (12 persons)	1,937,858 (3)	6.2

Others:

T. Rowe Price Associates, Inc. 100 East Pratt Street Baltimore, MD 21202	3,478,920	11.5
Ariel Capital Management, Inc. 200 East Randolph Drive, Suite 2900 Chicago, IL 60601	3,023,206	10.0
Neuberger Berman, LLC 605 Third Avenue New York, NY 10158	2,090,030	6.9

* Less than 0.1%

(1) Unless otherwise noted, the mailing address of each beneficial owner is the same as that of the Registrant.

(2) The nature of the beneficial ownership for all shares is sole voting and investment power, except as follows:

Mr. Stallkamp has sole voting power except for 400 Class A shares held by Mr. Stallkamp as custodian under UTMA for son. Mr. Schwartz has sole voting power except for 80 Class A shares held by Mr. Schwartz as custodian for daughter.

Shares held by T. Rowe Price Associates, Inc. ("Price Associates") are owned by various individual and institutional investors, including T. Rowe Price Small-Cap Stock Fund, Inc. (which owns 1,820,000 shares), for which Price Associates serves as investment advisor with power to direct investments and/or power to vote the shares. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such shares; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such shares. Price Associates has sole dispositive power for 3,478,920 shares and sole voting power for 1,322,920 shares.

Ariel Capital Management, Inc. has no beneficial interest in any of the 3,023,206 shares owned. Ariel Capital Management, Inc. holds the shares solely for its clients of whom none of them individually owns 5% or more of Matthews International Corporation common stock. Ariel Capital Management, Inc., in its capacity as investment advisor, has sole voting power for 2,854,356 shares and sole investment discretion

for 3,023,206 shares.

Neuberger Berman, LLC ("NB"), as a registered investment advisor, may have discretionary authority to dispose of or to vote shares that are under its management. As a result, NB may be deemed to have beneficial ownership of such shares. NB does not, however, have any economic interest in the shares. The clients are the actual owners of the shares and have the sole right to receive and the power to direct the receipt of dividends from or proceeds from the sale of such shares. As of November 9, 2001, of the shares set forth in the table, NB had shared dispositive power with respect to 2,090,030 shares, sole voting power with respect to 803,430 shares and shared voting power on 1,286,600 shares. With regard to the shared voting power, Neuberger Berman Management, Inc. and Neuberger Berman Funds are deemed to be beneficial owners for purpose of Rule 13(d) since they have shared power to make decisions whether to retain or dispose of the shares. NB is the sub-advisor to the above referenced Funds. It should be further noted that the above mentioned shares are also included with the shared power to dispose calculation.

- (3) Includes options exercisable within 60 days of November 30, 2001 as follows: Mr. Kelly, 378,667 shares; Mr. Boyle, 88,667 shares; Mr. DeCarlo, 348,666 shares; Mr. Schwartz, 92,000 shares; Mr. Keeley, no shares; and all directors and officers as a group, 942,666 shares.

Changes in Control:

The Company knows of no arrangement which may, at a subsequent date, result in a change in control of the Company.

Executive Management

The Executive Management of the Company as of December 31, 2001 was as follows:

Name	Year First Elected as	Age	an Officer	Positions with Registrant
David M. Kelly	59	1995		President and Chief Executive Officer
Edward J. Boyle	55	1991		Chief Financial Officer, Secretary and Treasurer
David J. DeCarlo	56	1986		President, Bronze Division
Brian J. Dunn	44	2000		President, Marking Products, North America
Lawrence W. Keeley, Jr.	40	2000		President, Graphic Systems Division
Steven F. Nicola	41	1995		Vice President, Accounting & Finance
Robert J. Schwartz	54	1998		Group President, Graphic Systems & Marking Products Divisions

During the past five years, the business experience of each executive named has been as reflected above or in a management capacity with the Company, except as follows. Mr. Dunn joined the Company in November 1998. Prior thereto, he was a regional sales manager for the Automation Division of Rockwell International Corporation. Mr. Keeley joined the Company in September 1999. Prior thereto, he was a Vice President for Container Graphics Corporation.

Compensation of Executive Management and Retirement Benefits

The following table sets forth the individual compensation information for the fiscal years ended September 30, 2001, 2000 and 1999 for the Company's Chief Executive Officer and the four most highly compensated executives.

SUMMARY COMPENSATION TABLE

<TABLE>
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Name of Individual and Principal Position	Year	Annual Compensation		Long-Term Compensation			Compen- sation	
		Salary	Awards		LTIP Payouts	Compen- sation		
			Bonus	Options				All Other
		(1)	(Shares)	(2)	(3)			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
David M. Kelly Chairman of the Board and Chief Executive Officer	2001 2000 1999	\$376,506 367,117 329,618	\$385,365 360,585 339,298	112,000 None 550,000	\$262,878 736,928 734,737	\$ 1,195 117 None		
David J. DeCarlo Director and President, Bronze Division	2001 2000 1999	238,380 236,095 217,411	174,685 163,498 171,334	28,000 None 298,000	372,415 761,709 711,607	1,564 1,492 1,419		
Edward J. Boyle Vice President, Accounting & Finance	2001 2000 1999	174,300 160,232 143,041	109,876 94,876 89,962	26,000 None 156,000	114,639 190,292 187,183	990 2,142 3,294		
Robert J. Schwartz Group President, Graphic Systems & Marking Products Divisions	2001 2000 1999	165,450 139,913 126,577	2,771 85,646 80,952	24,000 10,000 20,000	90,770 118,929 55,464	4,432 3,189 747		
Lawrence W. Keeley, Jr. President, Graphic Systems Division	2001 2000	161,900 156,169	5,402 55,402	20,000 40,000	None None	2,760 35,795		

<FN>

(1) Includes the current portion of management incentive plan and supplemental management incentive payments and for Mr. Kelly in 1999, an amount equal to his life insurance premium cost. Until 2000, at his request, the Company did not provide life insurance for Mr. Kelly, but in lieu thereof paid to him annually the amount which the Company would have paid in premiums to provide coverage, considering his position and age. Such amounts were not included in calculating other Company benefits for Mr. Kelly. The amount paid to Mr. Kelly in lieu of life insurance for 1999 was \$4,100. The Company has adopted a management incentive plan for officers and key management personnel. Participants in such plan are not eligible for the Company's profit distribution plan. The incentive plan is based on improvement in divisional and Company economic value added and the attainment of established personal goals. A portion of amounts earned are deferred by the Company and are payable with interest at a market rate over a two-year period contingent upon economic value added performance and continued employment during such period. See Long-Term Incentive Plans - Awards in Last Fiscal Year table. In addition, payments include a supplement in amounts which are sufficient to pay annual interest expense on the outstanding notes of management under the Company's Designated Employee Stock Purchase Plan and to pay medical costs which are not otherwise covered by a Company plan.

(2) Represents payments of deferred amounts under the management incentive plan.

(3) Includes premiums for term life insurance and educational assistance for dependent children. Each officer of the Company is provided term life insurance coverage in an amount approximately equivalent to three times his respective salary. Educational assistance for dependent children is provided to any officer or employee of the Company whose child meets the scholastic eligibility criteria and is attending an eligible college or university. Amounts reported in this column include only life insurance benefit costs except for Messrs. Boyle, Schwartz and Keeley. Educational assistance amounts for Mr. Boyle in fiscal 2000 and 1999, respectively, were \$1,200 and \$2,400. In 2001 and 2000, Mr. Schwartz received \$3,600 and \$2,400, respectively, under the educational assistance program. The amounts reported in this column in 2001 and 2000 for Mr. Keeley include \$2,449 and \$35,592, respectively, for the reimbursement of relocation expenses.

</TABLE>

The Summary Compensation Table does not include expenses of the Company for incidental benefits of a limited nature to executives, including the use of Company vehicles, club memberships, dues, or tax planning services. The Company believes such incidental benefits are in the conduct of the Company's business; but, to the extent such benefits and use would be considered personal benefits, the value thereof is not reasonably ascertainable and does not exceed, with respect to any individual named in the Summary Compensation

Table, the lesser of \$50,000 or 10% of the annual compensation reported in such table.

Long-Term Incentive Plans - Awards in Last Fiscal Year

<TABLE>
<CAPTION>

Name	Number of Shares or Other Rights	Performance or Other Period Until Maturations or Payout	Estimated Future Payouts Under Non-Stock Price-Based Plans ----- Maximum
<S>	<C>	<C>	<C>
D.M. Kelly	-	2 Years	\$ 491,579
D.J. DeCarlo	-	2 Years	84,813
E.J. Boyle	-	2 Years	138,999
R.J. Schwartz	-	-	None
L.W. Keeley, Jr.	-	-	None

<FN>

The Company has a management incentive plan based on improvement in divisional and Company economic value added and the attainment of established personal goals. A portion of amounts earned are deferred by the Company and are payable with interest at a market rate over a two-year period contingent upon economic value added performance and continued employment during such period. Payment of these amounts may be subject to further deferral by the Company under the deferred compensation provisions of the management incentive plan.

</TABLE>

Option/SAR Grants in Last Fiscal Year

<TABLE>
<CAPTION>

Name	Individual Grants (1)	Potential Realized Value at Assumed Annual Rates of Stock Price Appreciation for Option Term				
		Percent of Total Number of Options Granted to Underlying Employees	Exercise Price	Expiration Date	5%	10%
<S>	<C>	<C>	<C>	<C>	<C>	<C>
D.M. Kelly	112,000	27.9%	\$14.031	11/15/10	\$988,308	\$2,504,566
D.J. DeCarlo	28,000	7.0	14.031	11/15/10	247,077	626,142
E.J. Boyle	26,000	6.5	14.031	11/15/10	229,429	581,417
R.J. Schwartz	24,000	6.0	14.031	11/15/10	211,780	536,693
L.W. Keeley, Jr.	20,000	5.0	14.031	11/15/10	176,484	447,244

<FN>

(1) All options were granted at market value as of the date of grant. Options are exercisable in various share amounts based on the attainment of certain market value levels of Class A Common Stock, but, in the absence of such events, are exercisable in full for a one-week period beginning five years from the date of grant. In addition, options vest in one-third increments after three, four and five years, respectively, from the grant date (but, in any event, not until the attainment of the certain market value levels described above). The options are not exercisable within six months from the date of grant and expire on the earlier of ten years from the date of grant, upon employment termination, or within specified time limits following voluntary employment termination (with consent of the Company), retirement or death.

</TABLE>

Aggregated Option Exercises in Last Fiscal Year and Fiscal Year End Option Values

<TABLE>

<CAPTION>

Name	Shares Acquired On Value	Number of Securities Underlying Unexercised Options		Value of Unexercised In-the-Money Options at Fiscal Year End		
		Realized	Exercisable	Unexercisable	Exercisable	Unexercisable
<S>	<C>	<C>	<C>	<C>	<C>	<C>
D.M. Kelly	None	None	362,000	842,000	\$5,373,381	\$7,827,714
D.J. DeCarlo	None	None	333,333	492,667	4,997,912	5,125,362
E.J. Boyle	None	None	78,667	257,333	1,091,388	2,419,666
R.J. Schwartz	None	None	85,334	128,666	1,161,390	1,390,271
L.W. Keeley, Jr.	None	None	None	60,000	None	527,125

Report of the Compensation Committee

The Company's executive compensation policies are administered by the Compensation Committee of the Board of Directors. The Committee consists of three independent, non-employee directors: Messrs. Stallkamp (Chairman), Kavanaugh and Turner. Executive compensation for the Company's chief executive officer and the four other most highly compensated executives is presented in the Summary Compensation Table.

Objectives and Policies

The Compensation Committee seeks to:

- . Ensure that there is a strong linkage between executive compensation and the creation of shareowner value;
- . Align the interests of the Company's executives with those of its stockholders through potential stock ownership;
- . Ensure that compensation and incentives are at levels which enable the Company to attract and retain high-quality executives.

Components of Compensation

The Company's executive compensation program presently is comprised of three elements: base salary, annual incentives (bonuses) and stock options. An executive compensation consulting firm is periodically engaged to provide comparative market compensation data. The Company endeavors to determine that executives' base salary levels and opportunities for incentive compensation are competitive in the marketplace.

Base Salary

The objective of the base salary policy is to provide income at a median level in comparison to a peer group and to reflect individual performance. An outside consulting firm specializing in such services is retained periodically to compare executives' responsibilities with a peer group of other corporations whose annual revenues range between \$250 million and \$500 million. Accordingly, base salaries of executives for calendar 2001 were increased over calendar 2000 to reflect competitive market pay practices.

Annual Incentive Compensation (Bonuses)

Annual incentive payments paid to executives in 2001 were based upon the improvement in economic value added over the prior two years' base. Economic value added is defined for this purpose as operating profit less the associated capital cost of operating assets. The incentive pools are determined based upon a percentage of absolute economic value added plus a percentage of the incremental economic value added over a two-year base. The incentive pools are distributed to individuals based upon each participant's target incentive and performance relative to achievement of personal goals. Earned incentive awards that exceed target levels are deferred and paid in the subsequent two fiscal years. Payment of deferred amounts may be subject to further deferral by the Company under the deferred compensation provisions of the management incentive plan. In 2001, certain executives received a payout of fifty percent of incentive award amounts earned and deferred from fiscal

years 2000 and 1999. The remaining fifty percent earned in fiscal 2000 is payable in 2002 contingent upon economic value added performance and continued employment during fiscal 2002.

In fiscal 2001, certain executives earned incentive awards in excess of target levels. Amounts in excess of target have been deferred and are payable contingent upon economic value added performance and continued employment during fiscal years 2002 and 2003.

Stock Options

Stock options, which are an integral part of incentive compensation for the executives of the Company, serve to encourage share ownership by Company executives and thus align the interests of executive management and shareholders. The Stock Compensation Committee (Messrs. Stallkamp, Kavanaugh and Turner) makes periodic grants of stock options to executives and other key employees of the Company to foster a commitment to increasing long-term shareholder value. During fiscal 2001, certain executives and other management personnel were granted nonstatutory stock options to purchase a combined total of 402,000 shares of the Company's stock at fair market value at the time of the grants.

Report on 2001 CEO Compensation

The chief executive officer's compensation is established based on the philosophy and policies enunciated above for all executive management. This includes cash compensation (base salary and annual cash incentive payouts) and long-term incentives (stock option awards). In calendar 2001, Mr. Kelly's base salary was increased 6.1 percent. Mr. Kelly's annual incentive paid in 2001 was based upon the annual incentive plan described above. Mr. Kelly was granted 112,000 non-statutory stock options in fiscal 2001 under the 1992 Stock Incentive Plan to further align his long-term interests with those of the Company's shareholders.

Tax Policy

Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") disallows federal income tax deductions for compensation paid to the Chief Executive Officer and any of the other four highest compensated executives in excess of \$1 million in any taxable year, subject to certain exceptions. One exception involves compensation paid pursuant to shareholder-approved compensation plans that are performance-based. Certain of the provisions in the Company's 1992 Stock Incentive Plan, as amended, are intended to cause grants of stock options under such plan to be eligible for this performance-based exception (so that compensation upon exercise of such options should be deductible under the Code). Payments of cash compensation to executives (and certain other benefits which could be awarded under the plan, such as restricted stock) are not at present eligible for this performance-based exception. The Committee has taken and intends to continue to take whatever actions are necessary to minimize, if not eliminate, the Company's non-deductible compensation expense, while maintaining, to the extent possible, the flexibility which the Committee believes to be an important element of the Company's executive compensation program.

Compensation Committee:

W.J. Stallkamp, Chairman
R.J. Kavanaugh
J.D. Turner

November 14, 2001

COMPARISON OF FIVE-YEAR CUMULATIVE RETURN *
AMONG MATTHEWS INTERNATIONAL CORPORATION,
S&P 500 INDEX AND S&P MANUFACTURING INDEX **

S&P
S&P 500 Manufacturing

Year	Matthews	Index	Index
----	-----	-----	-----
1996	\$100	\$100	\$100
1997	142	140	139
1998	180	153	125
1999	218	195	197
2000	214	221	194
2001	323	163	175

* Total return assumes dividend reinvestment

** Fiscal year ended September 30

Note:

Performance graph assumes \$100 invested on October 1, 1996 in Matthews International Corporation common stock, Standard & Poor's (S&P) 500 Index and S&P Manufacturing (Diversified) Index. The results are not necessarily indicative of future performance.

Retirement Plans

The Company's domestic retirement plan is noncontributory and provides benefits based upon length of service and final average earnings. Generally, employees age 21 with one year of continuous service are eligible to participate in the retirement plan. The benefit formula is 3/4 of 1% of the first \$550 of final average monthly earnings plus 1-1/4% of the excess times years of credited service (maximum 35). The plan is an insured, defined benefit plan and covered compensation is limited generally to base salary or wages. Benefits are not subject to any deduction or offset for Social Security.

In addition to benefits provided by the Company's retirement plan, the Company has a Supplemental Retirement Plan, which provides for supplemental pension benefits to executive officers of the Company designated by the Board of Directors. Upon normal retirement under this plan, such individuals who meet stipulated age and service requirements are entitled to receive monthly supplemental retirement payments which, when added to their pension under the Company's retirement plan and their maximum anticipated Social Security primary insurance amount, equal, in total, 1.85% of final average monthly earnings (including incentive compensation) times the individual's years of continuous service (subject to a maximum of 35 years). Upon early retirement under this plan, reduced benefits will be provided, depending upon age and years of service. Benefits under this plan do not vest until age 55 and the attainment of 15 years of continuous service. However, in order to recruit Mr. Kelly, the Company waived such minimum service requirement with respect to Mr. Kelly. No benefits will be payable under such supplemental plan following the voluntary employment termination or death of any such individual. The Supplemental Retirement Plan is unfunded; however, a provision has been made on the Company's books for the actuarially computed obligation.

The following table shows the total estimated annual retirement benefits payable at normal retirement under the above plans for the individuals named

in the Summary Compensation Table at the specified executive remuneration and years of continuous service:

Covered Remuneration	Years of Continuous Service				
	15	20	25	30	35
\$125,000	\$ 34,688	\$ 46,250	\$ 57,813	\$ 69,375	\$ 80,938
150,000	41,625	55,500	69,375	83,250	97,125
175,000	48,563	64,750	80,938	97,125	113,313
200,000	55,500	74,000	92,500	111,000	129,500
250,000	69,375	92,500	115,625	138,750	161,875
300,000	83,250	111,000	138,750	166,500	194,250
400,000	111,000	148,000	185,000	222,000	259,000
500,000	138,750	185,000	231,250	277,500	323,750
600,000	166,500	222,000	277,500	333,000	388,500
700,000	194,250	259,000	323,750	388,500	453,250
800,000	222,000	296,000	370,000	444,000	518,000
900,000	249,750	333,000	416,250	499,500	582,750

The table shows benefits at the normal retirement age of 65, before applicable reductions for social security benefits. The Employee Retirement Income Security Act of 1974 places limitations, which may vary from time to time, on pensions which may be paid under federal income tax qualified plans, and some of the amounts shown on the foregoing table may exceed the applicable limitation. Such limitations are not currently applicable to the Company's Supplemental Retirement Plan.

Estimated years of continuous service for each of the individuals named in the Summary Compensation Table, as of October 1, 2001 and rounded to the next higher year, are: Mr. Kelly, 7 years; Mr. DeCarlo, 17 years; Mr. Boyle, 15 years; Mr. Schwartz, 5 years; and Mr. Keeley, 2 years.

Report of the Audit Committee

The Audit Committee of Matthews International Corporation is composed of three independent directors. The Committee operates under a written charter adopted by the Company's Board of Directors.

Management of the Company has the primary responsibility for the financial statements and the reporting process, including the system of internal controls. The Audit Committee is responsible for reviewing the Company's financial reporting process on behalf of the Board of Directors.

In this context, the Audit Committee has met and held discussions with management and the independent accountants. Management represented to the Committee that the Company's consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Committee has discussed the consolidated financial statements with management and the independent accountants. The Committee discussed with the independent accountants matters required to be discussed by Statement on Auditing Standards ("SAS") No. 61, "Communication With Audit Committees" and SAS No. 90, "Audit Committee Communications."

The Company's independent accountants also provided to the Committee the written disclosures required by Independence Standards Board Standard No. 1, "Independence Discussions With Audit Committees," and the Committee discussed with the independent accountants that firm's independence.

The Committee discussed with the Company's internal and independent auditors the overall scope and plan for their respective audits. The Committee meets with the internal and independent auditors to discuss the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

Based on the Committee's discussions referred to above and the Committee's review of the report of the independent accountants on the consolidated financial statements of the Company for the year ended September 30, 2001, the Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended September 30, 2001 for filing with the Securities and Exchange Commission.

Audit Committee:

J.P. O'Leary, Jr., Chairman
R.J. Kavanaugh
W.J. Stallkamp

December 10, 2001

Relationship with Independent Accountants

PricewaterhouseCoopers LLP ("PwC") has been the independent accountants performing the audits of the consolidated financial statements of the Company since 1983. PwC periodically changes the personnel assigned to the annual audit engagements.

In addition to performing the audit of the Company's consolidated financial statements, PwC provided various other services during fiscal 2001. The aggregate fees billed for fiscal 2001 for each of the following categories of services are set forth below:

Audit fees (includes audit and review of the Company's fiscal 2001 financial statements)	\$281,040
All other fees	\$242,642

PwC did not provide any services related to financial information systems design and implementation during fiscal 2001.

The Audit Committee reviews summaries of services provided by PwC and the related fees and has considered whether the provision for non-audit services is compatible with maintaining the independence of PwC.

SHAREHOLDER PROPOSALS FOR 2003 ANNUAL MEETING

Shareholders may make proposals for inclusion in the proxy statement and proxy form for the 2003 Annual Meeting of Shareholders. To be considered for inclusion, any such proposal should be written and mailed to the Secretary of the Company at the corporate office for receipt by September 16, 2002.

Section 2.09 of the By-laws of the Company requires that any shareholder intending to present a proposal for action at an Annual Meeting must give written notice of the proposal, containing the information specified in such Section 2.09, so that it is received by the Company not later than the notice deadline determined under such Section 2.09. This notice deadline will generally be 75 days prior to the anniversary of the Company's Annual Meeting for the previous year, or December 2, 2002 for the Company's Annual Meeting in 2002. Any shareholder proposal received by the Secretary of the Company after December 2, 2002 will be considered untimely under Rule 14a-4(c)(1) promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934.

OTHER MATTERS

The cost of soliciting proxies in the accompanying form will be paid by the Company. Shareholder votes at the Annual Meeting will be tabulated by the Company's transfer agent, EquiServe Trust Company, NA.

A copy of the Company's Annual Report for 2001 has previously been mailed to each shareholder of record, or will be mailed with this Proxy Statement.

By Order of The Board of Directors

Edward J. Boyle

Edward J. Boyle
Corporate Secretary
APPENDIX A

PROXY

MATTHEWS INTERNATIONAL CORPORATION

I hereby appoint David M. Kelly and Edward J. Boyle and each of them, with full power of substitution and revocation, proxies to vote all shares of Common Stock of Matthews International Corporation which I am entitled to vote at the Annual Meeting of Shareholders or any adjournment thereof, with the authority to vote as designated on the reverse side.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY
USING THE ENCLOSED PREPAID ENVELOPE

NOTICE

Please note the location and time of the Shareholders' Meeting.

Date: Thursday, February 14, 2002
Time: 6:00 PM
Location: Sheraton Station Square, Pittsburgh, PA

[X] Please mark your votes as in this example.

IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE LISTED PROPOSALS.

	FOR	WITHHELD	NOMINEES:
1. Election of			David M. Kelly
Directors	<input type="checkbox"/>	<input type="checkbox"/>	John D. Turner

For, except vote withheld from the following nominee:

	FOR	AGAINST	ABSTAIN
2. To ratify the appointment of PricewaterhouseCoopers LLP as independent certified public accountants to audit the records of the Company for the fiscal year ending September 30, 2002.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. To transact such other business as may properly come before the meeting.

I plan to attend
the meeting.

Please sign exactly as name appears hereon. When shares are held by joint tenants, both should sign. When signing as an attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

SIGNATURE(S)

DATE

MATTHEWS INTERNATIONAL CORPORATION

Notice of
ANNUAL MEETING OF SHAREHOLDERS
To be held February 14, 2002

To Our Shareholders:

The Annual Meeting of the Shareholders of Matthews International Corporation will be held at 6:00 PM, Thursday, February 14, 2002 at Sheraton Station Square, Pittsburgh, Pennsylvania, for the purpose of considering and acting upon the proposals set forth above.

Shareholders of record at the close of business on December 31, 2001 will be entitled to vote at the Annual Meeting or any adjournments thereof.