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

OMB APF	ROVAL					
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hours per respor	nse 0.5					

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * KELLY DAVID M			2. Issuer Name and Ticker or Trading Symbol MATTHEWS INTERNATIONAL CORP [MATW]				;	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director _X_ Officer (give title below) Other (specify below)					
	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2004				President and CEO						
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person						
	(State)	(Zip)	Та	ble I - No	n-Deri	vative S	ecurities	Acqui	red, Disp	osed of, or	Beneficially	Owned	
1.Title of Security (Instr. 3)		Date	any	Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of	Beneficially Owned F		Following C n(s) F	Ownership Form: B Direct (D) O	Nature f Indirect eneficial wnership
				Code	v	Amoun	(A) or (D)	Price				(I)	(======================================
ommon St	cock 1	12/15/2004		G	V	426	D	\$ 0	141,098			D	
					cont the f	tained in form dis	n this for splays a of, or Ben	rm are curre reficial	e not req ntly valid	uired to re d OMB co	espond unle	ess	C 1474 (9- 02)
		3A. Deemed Execution Da	4. Transaction Code	5. Numbor of Derivatir Securities Acquires (A) or Disposes of (D) (Instr. 3,	er 6. D and /e (Moss l	Pate Exer Expirationth/Day/	cisable on Date	7. Ti Amc Undo Secu (Inst 4)	ount of erlying urities	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (I or Indire s) (I)))
2	eport on a second of the conversion of Exercise rice of Derivative	(Street) (State) curity (State) common Stock eport on a separate line for the common Stock a. Date (Month/Day/Y the component of the com	(State) (Zip) 2. Transaction Date (Month/Day/Year) mmon Stock 12/15/2004 eport on a separate line for each class of security Table II - Exercise (Month/Day/Year) 3. Transaction Date (Month/Day/Year) Execution Date (Month/Day/Year) any (Month/Day/	(State) (Middle) 3. Date of Earlies 12/15/2004 (Street) 4. If Amendment. (State) (Zip) Ta 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date, i any (Month/Day/Year) 2. Transaction Date (Execution Date, i any (Month/Day/Year) Table II - Derivative Securities beneficially Table II - Derivative Securities Date (E.g., puts, calls, was any (Month/Day/Year)) (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year)) (Month/Day/Year) 4. Transaction Code (Instr. 8)	(State) (Zip) Table I - No Curity 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) Table II - Derivative Securities Acqui (e.g., puts, calls, warrants, of Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction of Code Derivative decurity (Month/Day/Year) (Instr. 8) Table II - Derivative Securities Acqui (e.g., puts, calls, warrants, of Code Derivative (Month/Day/Year) (Instr. 8)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Date of Execution Date (Lass of Securities Beneficially owned directly of Services of Derivative Securities Beneficially owned Date (Month/Day/Year) Table II - Derivative Securities Acquired, Discoversion Date (Month/Day/Year) Table II - Derivative Securities Acquired, Discoversion Date (Lass of Securities Date) (Month/Day/Year) Table II - Derivative Securities Acquired, Discoversion Date (Lass of Securities Date) (Month/Day/Year) Table II - Derivative Securities Acquired, Discoversion of Code (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired Derivative (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(Street) (A) or John Date (A)	(Street) (A) or Disposed (A) or Disposed of, or Ber (e.g., puts, calls, warrants, options, convertible securities of any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Street) (A) or Disposed of Optical Street (Month/Day/Year) (A) or Disposed of Optical Street (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(Street) (A) If Amendment, Date Original Filed(Month/Day/Year) (A) Or Disposed of (D) (Instr. 8) (Instr. 8) (Code V Amount (D) Price of (D) (Instr. 3, 4 and 5) (A) or Ophysical original Filed(Month/Day/Year) (Instr. 8) (Instr. 8)	Code V Amount (D) Price Code V Amount (D) Price Contained in this form are not required for each class of securities beneficially owned directly or S. Transaction S. T	(Street) (Month/Day/Year) (Street) (Month/Day/Year) (Street) (Month/Day/Year) (Street) (Month/Day/Year) (Street) (Month/Day/Year) (Street) (Month/Day/Year) (Month/Day/Year) (Street) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Street) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Street) (Month/Day/Year) (Month/Day/Yea	MATW 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2004 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2004 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing X_ Form filed by More than One Reporting Person Form filed by More than One	Marty Survey A

Daniel Communication (Addison	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
KELLY DAVID M	X		President and CEO			

Signatures

David M. Kelly	12/17/2004
	12/1//2004 Date
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).

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.