## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 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 10% Owner				
	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2005						X Officer (give title below) Other (specify below)  Chief Executive Officer						
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						_X_ Form	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person				
	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiall						ially Owned						
ırity		2. Transaction Date (Month/Day/Ye	Exec	cutio	on Date, if	Cod (Ins	le ( <i>f</i> tr. 8) (I	a) or Disposed nstr. 3, 4 and	or (D)	Owned Transac (Instr. 3	Following tion(s)		O Fo D or (I)	wnership of prm: Beirect (D) O Indirect (I	eneficial wnership
		Table I					currentl	y valid OME ed of, or Ber	B contr	rol numbe		- 3.0 .311			
onversion	Date (Month/Day/Year)	any	Code				6. Date Exercisable and Expiration Date (Month/Day/Year)		7 o S	of Underlying Securities			Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial
			Code	v	(A)	(D)	Date Exercisable	Expiration	Date T	Title	or Number		(Instr. 4)	(Instr. 4)	
\$ 37.29	11/16/2005		A		150,000		05/16/2006	11/16/20			150,000	\$ 37.29	150,000	D	
iii iii	ort on a so	(Street)  (State)  (State)  rity  ort on a separate line for each  onversion Date Exercise ice of erivative ecurity	(Street)  (State)  (State)  (Zip)  2. Transaction Date (Month/Day/Ye)  ort on a separate line for each class of securities by  Table I  onversion Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (State)  (State)  (Zip)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derive (e.g., Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code (Instr. 8)	(Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (A. If Amen Date (Month/Day/Year)  (Month/Day/Year)  (A. If Amen Date (Month/Day/Year)  (Month/Day/Year)  (A. Deer Executic any (Month/Day/Year)  (A. Deer Executic (Amen Date (Month/Day/Year)  (A. Deer Execution Date (Month/Day/Year)  (A. Deer Execution Date (A. Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Code V	(Street)  (A. If Amendment, Date of Earliest Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A. Deemed Execution Date, if (any (Month/Day/Year))  (Any (Month/Day/Year))  (Any (Month/Day/Year))  (Any (Month/Day/Year))  (Any (Month/Day/Year))  (Any (Month/Day/Year))  (Any (Month/Day/Year))	(State) (Middle) 3. Date of Earliest Transact 11/16/2005  (Street) 4. If Amendment, Date On Tab  (State) (Zip) Tab  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of Cluston (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Execution Date, if Acquired (A) or Disposed of Disposed of Cluston (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code V (A) (D)	(Street)  (A. If Amendment, Date Original Filed(Month Original	(Street)  (A. If Amendment, Date Original Filed(Month/Day/Year)  (A. Securities A counties A counties any (Month/Day/Year)  (Month/Day/Year)	(Street)  (A) If Amendment, Date Original Filed(Month/Day/Year)  (A) Streamstation Code (A) or Disposed of (D) (Instr. 8)  (A) Or Disposed of, or Beneficial (e.g., puts, calls, warrants, of Date Exercisable and Execution Date (Instr. 8)  (A) Or Disposed of (D) (Instr. 8)  (B) Otate Exercisable (Month/Day/Year)  (Code (Instr. 8)  (Code (Instr. 8)  (D) Date Exercisable (Month/Day/Year)  (D) Date Exercisable (Month/Day/Year)  (D) Date Exercisable (Month/Day/Year)	(Street)  (Street)  (Street)  (State)  (A) If Amendment, Date Original Filed(Month/Day/Year)  (A) State Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3)  (Instr. 3)  (Instr. 3, 4 and 5)  (Instr. 3)  (Instr. 3)	(State)  (A) Instr. 8)  (A) Or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (A) Or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (A) Or Price  (A) Or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (Code (.g., puts, calls, warrants, options, convertible securities)  (Instr. 3 and 4)  (Code (Instr. 3, 4, and 5)  (In	(State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) and as sparate line for each class of securities beneficially owned directly or indirectly or indirectly any one securities (Month/Day/Year) (Month	(Street)    A. If Amendment, Date Original Filed (Month/Day/Year)   Street (Month/Day/Year)   Street (Month/Day/Year)   A. If Amendment, Date Original Filed (Month/Day/Year)   Street (Month/Day/Year)	(State) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (State) (State) (2ap) (State) (2

Describer Community (Addition	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
KELLY DAVID M	X		Chief Executive Officer				

### **Signatures**

David M. Kelly	11/17/2005
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) Date first exercisable. Subject to the agreement entered into under the Company's 1992 Stock Incentive Plan, in general, the options vest in increments of one-third upon the stock price of the Company reaching 110%, 133% and 160% of the exercise price for ten consecutive trading days, respectively.
- (2) 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.

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.