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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant To Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):  
February 19, 2011

**MATTHEWS INTERNATIONAL CORPORATION**  
(Exact name of registrant as specified in its charter)

**Pennsylvania**

(State or other jurisdiction  
of incorporation)

**0-9115**

(Commission  
File Number)

**25-0644320**

(IRS Employer  
Identification No.)

**TWO NORTHSORE CENTER**  
**PITTSBURGH, PENNSYLVANIA 15212-5851**

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code:

**412-442-8200**

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**Item 5.02****Departure of Director.**

Effective February 19, 2011, Martin Schlatter resigned from the Board of Directors (the “Board”) of Matthews International Corporation (the “Company”). The resignation was not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices. Through his professional responsibilities, Mr. Schlatter recently relocated to Europe, which made his continued participation on the Board difficult and impractical. Accordingly, the Board has agreed to accept Mr. Schlatter’s resignation. The Company thanks Mr. Schlatter for his many contributions to the Company and wishes him continued success in his future endeavors.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**MATTHEWS INTERNATIONAL CORPORATION**

Date: February 24, 2011

By: /s/ Steven F. Nicola  
Steven F. Nicola  
Chief Financial Officer, Secretary, and Treasurer

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