SEC	Form	4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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1	Check this box if no longer subject to
L	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)
4	may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		Table I - Non-Der	ivative Securities Acquired. Disposed of. or Benefici	ally Owned			
(City)	(State)	(Zip)					
(Last) (First) (Middle) TWO NORTHSHORE CENTER (Street) PITTSBURGH PA 15212		15212	4. If Amendment, Date of 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			
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2025	below) below)			
1. Name and Address Nauman J Mic		on*	2. Issuer Name and Ticker or Trading Symbol <u>MATTHEWS INTERNATIONAL CORP</u> [MATW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (specify			
TUD5-T(C). See Ins							

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature of Date Transaction Form: Direct (D) Execution Date. Securities Indirect (Month/Day/Year) if any Code (Instr. Beneficially Owned or Indirect (I) Beneficial Following Reported Transaction(s) (Month/Dav/Year) 8) (Instr. 4) Ownership (Instr. 4) (A) or (Instr. 3 and 4) Code v Amount Price D)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (In 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Share Units	\$0 ⁽¹⁾	03/13/2025		A		6,228 ⁽²⁾		(3)	(3)	Class A Common Stock	6,228 ⁽³⁾	\$ 0	6,228	D	

Explanation of Responses:

1. Award of restricted share units made under the Amended and Restated 2019 Director Fee Plan subject to the agreement entered into under the Plan. Each restricted share unit represents a contingent right to receive one share of the Company's Class A common stock.

2. The number of restricted share units issued by the Issuer to the Reporting Person was calculated based on \$22.48, 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 13, 2027 at which point the units will be converted to an equal number of shares of the Company's Class A common stock.

Remarks:

The Power of Attorney dated February 20, 2025 was filed on February 26, 2025, in Form 3, and is incorporated herein by reference.

/s/ Brian D. Walters (Attorney-in-Fact) 03/14/2025

Date

** Signature of Reporting Person

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.