

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

Form 10-C

REPORT BY ISSUER OF SECURITIES QUOTED ON NASDAQ
INTERDEALER QUOTATION SYSTEM

Filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
and Rule 13a-17 or 15d-17 thereunder

MATTHEWS INTERNATIONAL CORPORATION
(Exact name of issuer as specified in charter)

TWO NORTHSORE CENTER, PITTSBURGH, PA 15212
(Address of principal executive offices)

Issuer's telephone number, including area code (412) 442-8222

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of 5% or more in the number of
shares outstanding:

1. Title of security Class A Common Stock

2. Number of shares outstanding before the change 1,380,000

3. Number of shares outstanding after the change 1,738,275

4. Effective date of change January 1995

5. Method of change:
Specify method (such as merger, acquisition, exchange, distribution, stock
split, reverse split, acquisition of stock for treasury, etc.)
Conversion of Class B Common Stock to Class A Common Stock

Give brief description of transaction
Conversion by various holders of Class B Common Stock

II. CHANGE IN NAME OF ISSUER

1. Name prior to change

2. Name after change

3. Effective date of charter amendment changing name

4. Date of shareholder approval of change, if required

Date February 10, 1995 James L. Parker Senior Vice President

(Officer's signature & title)

INSTRUCTIONS

- A. Form 10-C shall be used for reports under Section 13, or 15(d) of the
Securities Exchange Act of 1934 filed pursuant to Rule 13a-17, or 15d-17,
thereunder.
- B. Four copies of each report on this form shall be filed with the Securities
and Exchange Commission at 450 5th Street, N.W., Washington, D.C. 20549.
In addition, a copy shall be furnished to the National Association of
Securities Dealers, Inc. (NASD), Department F-10-S, 17 Battery Place, New
York, New York, 10004. At least one of the copies filed shall be manually
signed by an officer of the issuer. Unsigned copies shall be conformed.

- C. Each report shall be filed by an issuer upon being notified that any class of its securities is to be quoted on the NASDAQ interdealer quotations system not later than ten days after the first date on which any aggregate increase or decrease in the amount of securities of such class outstanding exceeds five percent of the amount of the class outstanding as last reported. A report shall also be required from any issuer quoted on the system of any corporate name change not later than 10 days after the change.
- D. The General Rules and regulations under the Act contain certain general requirements applicable to reports on any form. These general requirements should be carefully read and observed in the preparation and filing of reports on this form.
- E. The Commission does not furnish blank forms for its filing requirements. However, copies of this form may be duplicated in reporting the requested information.
- F. Nothing required by this form shall be construed, however, to relieve any issuer of any obligations to file any other report required under this Act or rules promulgated thereunder with respect to the changes set forth in instruction C above.