

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 21, 1995

MATTHEWS INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania	0-9115 and 0-24494	25-0644320
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(State or other jurisdiction of incorporation)	(Commission File Numbers)	(IRS Employer Identification No.)

Two NorthShore Center, Pittsburgh, Pennsylvania	15212
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (412) 442-8200

ITEM 5. OTHER EVENTS.

1. Matthews International Corporation (the "Company") adds the following exhibits to Item 8 of its Form S-8 (the "Form S-8") Registration Statement (Registration No. 2-48760) for its Employees' Stock Purchase Plan (the "Plan"):

Exhibit No.	Description
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4.1	Restated Articles of Incorporation of the Company, incorporated by reference to Exhibit Number 3.1 to Form 10-K for the year ended September 30, 1994

4.2 By-Laws of the Company, incorporated by reference to Exhibit 3.2 to Form 10-K for the year ended September 30, 1994

2. On July 20, 1994, the Company's Restated Articles of Incorporation (the "Restated Articles") were filed with the Commonwealth of Pennsylvania thereby converting each share of the Company's then outstanding Common Stock, par value \$.10 per share, into 15 shares of Class B Common Stock, par value \$1.00 per share (the "Class B Common Stock"). The Restated Articles also authorized the issuance of Class A Common Stock, par value \$1.00 per share (the "Class A Common Stock"). Either Class A Common Stock or Class B Common Stock can be issued under the Plan. A description of the Class A Common Stock containing the information required by Item 202 of Regulation S-K is incorporated herein by reference to the Company's filed Registration Statement on Form 8-A dated July 8, 1994. A description of the Company's Class B Common Stock containing the information required by Item 202 of Regulation S-K is incorporated herein by reference to the "Description of Capital Stock" contained in Amendment No. 2 to the Company's Registration Statement on Form S-2 (No. 33-79538) filed with the Securities and Exchange Commission on July 8, 1994. These descriptions of Class A Common Stock and Class B Common Stock, along with any amendment to or restatement of such descriptions hereafter filed by the Company, are incorporated into the Form S-8.

3. The description of Class B Common Stock set forth in No. 2 above also updates and replaces the description of the Company's Common Stock contained in any previous Registration Statement filed by the Company under the Securities Exchange Act of 1934, as amended.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

The following exhibits are filed as a part of this current report:

Exhibit No.	Description
28.1	Form of Stock Certificate of the Company's Class A Common Stock, incorporated by reference to Exhibit 4.9 to Form 10-K for the year ended September 30, 1994.
28.2	Form of Stock Certificate of the Company's Class B Common Stock, incorporated by reference to Exhibit 4.10 to Form 10-K for the year ended September 30, 1994.

SIGNATURES

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

MATTHEWS INTERNATIONAL CORPORATION
(Registrant)

By Thomas N. Kennedy

Thomas N. Kennedy
Senior Vice President, Chief
Financial Officer and Treasurer

Date: February 21, 1995