

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 2,680,293

3. Number of shares outstanding after the change 2,876,973

4. Effective date of change May 22, 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 June 1, 1995 James L. Parker Senior Vice President

(Officer's signature & title)