

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 5,419,545  
-----
3. Number of shares outstanding after the change 5,859,966  
-----
4. Effective date of change March 26, 1996  
-----
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.  
Also, issuance of 213,862 additional authorized Class A shares

-----  
Give brief description of transactions  
Conversion by various holders of Class B Common Stock. Also, issuance  
of additional authorized Class A shares in connection with an acquisition  
-----

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 April 9, 1996 James L. Parker Senior Vice President  
-----  
(Officer's signature & title)