

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):
May 22, 1998

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.

On May 22, 1998, Matthews International Corporation ("Matthews") acquired fifty percent of O.N.E. Color Communications, Inc. ("O.N.E."), a digital graphics service company. The other fifty percent of O.N.E. will continue to be owned by its current shareholders. The combination of Matthews and O.N.E. is an integral part of the Matthews strategy to become a worldwide leader in advanced applications of digital graphics.

O.N.E., with annual sales of approximately \$10 million, is headquartered in Oakland, California and was formed 83 years ago. O.N.E. provides digital graphic services to advertising agencies and packaging markets.

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 Edward J. Boyle

Edward J. Boyle
Vice President, Accounting &
Finance, Treasurer and Secretary

Date: May 27, 1998