

As filed with the Securities and Exchange Commission on April 26, 1999
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form S-8
Registration Statement
Under
the Securities Act of 1933

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

PENNSYLVANIA 25-0644320
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

TWO NORTSHORE CENTER
PITTSBURGH, PA 15212
(Address, including zip code, of Registrant's Principal Executive Offices)

MATTHEWS INTERNATIONAL CORPORATION
1992 STOCK INCENTIVE PLAN
(Full title of the plan)

Edward J. Boyle
Matthews International Corporation
Two Northshore Center
Pittsburgh, Pa 15212
(412) 442-8200
(Name and address, including zip code and telephone number,
including area code, of agent for service)

Copy to:
Pasquale D. Gentile, Jr., Esquire
Reed Smith Shaw & McClay LLP
435 Sixth Avenue
Pittsburgh, PA 15219
(412) 288-4112

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

Title of securities to be registered	Proposed Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
<S>	<C>	<C>	<C>	<C>
Class A Common Stock, par value \$1.00 per share	594,186 shares	\$14.0625	\$ 8,355,741	
and Class B Common Stock, par value \$1.00 per share	206,500	21.40625	4,420,391	
	5,000	30.6875	153,438	
	550,300	27.96875	15,391,203	
	1,451,514	31.50 2	45,722,691 2	
Total	3,000,000 shares		\$78,965,652 2	\$21,952

<FN>

1 Together with an indeterminate number of additional shares that may be necessary to adjust the number of shares reserved for issuance under the Matthews International Corporation 1992 Stock Incentive Plan as a result of any future stock split, stock dividend or similar adjustment of the outstanding Common Stock. All shares in this Registration Statement are adjusted to reflect a two-for-one stock split by the Company in the form of a stock distribution effective May 15, 1998.

2 Estimated pursuant to Rules 457(h) and (c), solely for the purpose of calculating the registration fee. The price per share is estimated based on the average of the high and low sales price of the Common Stock as reported

on the National Market System of the National Association of Securities Dealers, Inc. for July 21,1999 as quoted in the Wall Street Journal.

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PART II
INFORMATION REQUIRED IN
REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

This Form S-8 Registration Statement is being filed pursuant to paragraph E of the general instructions to Form S-8 to register an additional 3,000,000 shares of Class A Common Stock, par value \$1.00 per share, and Class B Common Stock, par value \$1.00 per share, being offered under the Matthews International Corporation (the "Company") 1992 Stock Incentive Plan (the "Plan").

The contents of the Company's initial Form S-8 Registration Statement with respect to the Plan, File No. 33-57793 (the "Original S-8") which was filed with the Securities and Exchange Commission on February 22, 1995, are hereby incorporated by reference to this Form S-8 Registration Statement, except to the extent modified below.

Item 8. Exhibits.

Exhibit
No.

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- 5.1 Opinion of Reed Smith Shaw & McClay LLP as to the legality of the Class A Common Stock and Class B Common Stock, filed herewith.
- 23.1 Consent of Reed Smith Shaw & McClay LLP (included in Exhibit 5.1 filed herewith).
- 23.2 Consent of PricewaterhouseCoopers LLP, filed herewith.
- 24.1 Power of Attorney, contained on the signature page to this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Act"), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, State of Pennsylvania, on the 26th day of July, 1999.

MATTHEWS INTERNATIONAL CORPORATION

By David M. Kelly

David M. Kelly, Chairman of the Board
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David M. Kelly and Edward J. Boyle, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Act, this Registration Statement has been signed by the following persons in the capacities indicated on the 26th day of July, 1999.

Name	Title
-----	-----
David M. Kelly ----- David M. Kelly	Chairman of the Board, President and Chief Executive Officer (principal executive officer)
Edward J. Boyle ----- Edward J. Boyle	Vice President, Accounting and Finance, Treasurer and Secretary (principal financial officer and principal accounting officer)
David J. DeCarlo ----- David J. DeCarlo	Director
Robert J. Kavanaugh ----- Robert J. Kavanaugh Name	Director Title
----- Thomas N. Kennedy ----- Thomas N. Kennedy	Director
----- John P. O'Leary, Jr. ----- John P. O'Leary, Jr.	Director
----- William J. Stallkamp ----- William J. Stallkamp	Director
----- John D. Turner ----- John D. Turner	Director

MATTHEWS INTERNATIONAL CORPORATION

1992 STOCK INCENTIVE PLAN

REGISTRATION STATEMENT
ON FORM S-8

Exhibit Index

Exhibit

No. Document

- 5.1 Opinion of Reed Smith Shaw & McClay LLP, as to the legality of the Class A Common Stock and Class B Common Stock, filed herewith.
- 23.1 Consent of Reed Smith Shaw & McClay LLP (included in Exhibit 5.1 filed herewith).
- 23.2 Consent of PricewaterhouseCoopers LLP, independent accountants, filed herewith.

24.1 Power of Attorney, contained on the signature page to this
Registration Statement.

Exhibit 5.1
REED SMITH SHAW & McCLAY LLP
435 Sixth Avenue
Pittsburgh, PA 15219-1886
Phone: 412-288-3131
Fax: 412-288-3063

July 26, 1999

Matthews International Corporation
Two NorthShore Center
Pittsburgh, PA 15212

Re: Registration Statement on Form S-8

Gentlemen and Ladies:

We have acted as special counsel to Matthews International Corporation (the "Company") in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act") relating to up to 3,000,000 shares of the Company's Class A Common Stock, par value \$1.00 per share (the "Class A Common Stock") and Class B Common Stock, par value \$1.00 per share, (the "Class B Common Stock" and together with the Class A Common Stock, the "Common Stock") which may be purchased by or awarded to employees of the Company pursuant to stock options granted or restricted shares awarded under the Company's 1992 Stock Incentive Plan (as amended, the "Plan"). The Plan provides that either authorized but unissued or reacquired shares of Common Stock may be issued under the Plan. In rendering our opinion below, we have assumed that any previously issued shares reacquired by the Company and used under the Plan will have been duly authorized, validly issued and fully paid at the time of their original issuance. All share numbers contained herein are adjusted to reflect the two-for-one stock split in the form of a stock distribution by the Company effective May 15, 1998.

In connection with this opinion, we have examined, among other things:

- (1) the Restated Articles of Incorporation and By-laws of the Company;
- (2) resolutions adopted by the Board of Directors of the Company on May 8, 1992 adopting the Plan, on December 13, 1996 authorizing the issuance of an additional 1,000,000 shares of Common Stock to be reserved for issuance under the Plan and on December 23, 1998 authorizing the issuance of such number of additional shares of Common Stock to be reserved for issuance under the Plan as may be permitted from time to time pursuant to Section 3 of the Plan;
- (3) the Plan, as currently in effect; and
- (4) a certification confirming the approval by the shareholders of the Company on February 22, 1997 of the Board of Director's authorization to issue an additional 1,000,000 shares under the Plan and a certification confirming the approval by the shareholders of the Company on February 20, 1999 of the Board of Directors authorization to issue such number of additional shares under the Plan as may be permitted from time to time pursuant to Section 3 of the Plan.

Based upon the foregoing and upon an examination of such other documents, corporate proceedings, statutes, decisions and questions of law as we considered necessary in order to enable us to furnish this opinion, and subject to the assumptions set forth above, we are pleased to advise you that in our opinion:

- (a) The Company has been duly incorporated and is a corporation presently subsisting under the laws of the Commonwealth of Pennsylvania; and
- (b) The shares of Common Stock being registered and which may be issued or amended by the Company pursuant to the provisions of the Plan have been duly authorized, and upon such issuance in accordance with the provisions of the Plan such shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Yours truly,

Reed Smith Shaw & McClay LLP

PDG, Jr.

Exhibit 23.2

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated November 19, 1998, relating to the financial statements which appear in the 1998 Annual Report to Shareholders of Matthews International Corporation and Subsidiaries, which is included in the Matthews International Corporation and Subsidiaries Annual Report on Form 10-K for the year ended September 30, 1998. We also consent to the reference to us under the heading "Experts" in the Prospectus.

PRICEWATERHOUSECOOPERS LLP

600 Grant Street
Pittsburgh, PA 15219-2793
July 26, 1999