

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4 - STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 AMENDED

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person:

Keeley, Lawrence W., Jr.
 Two NorthShore Center
 Pittsburgh, PA 15212

2. Issuer Name and Ticker or Trading Symbol:

Matthews International Corporation - MATW

3. IRS Identification Number of Reporting Person (Voluntary):

4. Statement for Month/Day/Year:

February 25, 2003

5. If Amendment, Date of Original (Month/Year):

February 24, 2003

6. Relationship of Reporting Person(s) to Issuer (Check all applicable):

() Director (X) Officer () 10% Owner () Other
 (title below) (specify below)
 President, Graphic Systems Division

7. Individual or Joint/Group Filing (Check Applicable Line):

(X) Form filed by one Reporting Person
 () Form filed by more than one Reporting Person

<TABLE>

<CAPTION>

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security	2. Transaction Date (Month/Day/Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities (Beneficially Owned at End of Period)	6. Amount of Securities (Direct or Indirect)	7. Nature of Ownership				
Class A Common Stock	02/21/03	M	10,149	A	\$12.84					
Class A Common Stock	02/21/03	S	6,800	D	\$22.53					
Class A Common Stock	02/24/03	S	15	D	\$22.51	8,626				

<CAPTION>

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security	2. Conversion or Exercise Price	3. Transaction Date (Month/Day/Year)	4. Transaction Code	5. Number of Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Securities	8. Amount or Number of Securities	9. Price of Derivative Security	10. Date of Derivative Security	11. Nature of Ownership			
Employee Stock Option	\$12.84	02/21/03	M	10,149	D	10/26/02-10/26/09	Common Stock	10,149	\$12.84	26,666	D		

</TABLE>

Explanation of Responses:

This amended Form 4 has been filed to report the correct end-of-period shares of Class A Common Stock owned (Table I, Column 5).

Lawrence W. Keeley, Jr.

02/25/2003

Signature Of Reporting Person

Date