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

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden 0.5 hours per response...

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the

Investment Company Act of 1940

(Print or Type Responses)  1. Name and Address of Reporting Person *-				2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer							
KELLY DAVID M				MATTHEWS INTERNATIONAL CORP [MATW]						(Ch111111-1-)							
(Last	(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 12/14/2004						X Officer (give title below) Other (specify below)  President and CEO				ow)		
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person  Form filed by More than One Reporting Person							
(City	)	(State)		(Zip)			Table I	- Non-	-Derivati	ve Securitie	es Acqu	ired, D	isposed	of, or Bene	ficially Owr	ed	
1.Title of Se	ecurity			. Transaction	2A. Deer			nsactio		curities Acc				Securities B		6.	7. Nature
(Instr. 3) Date (Month/Day/			Month/Day/Year)			(Instr.	(Instr. 8)		or Disposed r. 3, 4 and 5		Transaction(s)			Form:	of Indirect Beneficial		
					(Month/	Day/Ye	ear) Coo	la ,	V Amo	(A) or	Drigo	(Instr.	3 and 4)			or Indirect	Ownership (Instr. 4)
Class A C	ommon Sto	ock	1	2/14/2004			N.			ount (D)	Price \$ 14.03	141,5	524			(Instr. 4)	
Class A C	ommon Sto	ock	1	2/14/2004			S		50,0	00 D	\$ 37	141,524		D			
Class A Common Stock		1	2/15/2004			N.		24,6	667 A	\$ 14.03	3 141,524			D			
Class A Common Stock 12			2/15/2004			S		24,6	667 D	\$ 37.04	141,5	524			D		
								co	ontaine	who respo I in this fo lays a cur	rm are	not re	quired t	o respon	d unless th		1474 (9-02
1. Title of Derivative Security	2. Conversion or Exercise		//Year)	3A. Deemed Execution Date, if any	4. Transac Code	s, calls, of D	warrants  Number  f  Derivative	uired, option 6. Da Expin	ontained orm disp Dispose ons, conv	I in this for lays a current of of, or Ben ertible securisable and te	rm are rently eficiall rities) 7. Take Und	y Owner of cerlying	quired to MB cor	8. Price of Derivative Security	9. Number of Derivative Securities	of 10. Owners Form o	11. Na hip of Indi f Benefi
Derivative	Conversion	Date	//Year)	3A. Deemed Execution Date, if	4. Transac Code	s, calls, 5. ction of D Se A (A	warrants . Number f	uired, option 6. Da Expir (Mon	Dispose ons, converted Exercition Date	I in this for lays a current of of, or Ben ertible securisable and te	eficiall rities) 7. Taken and Secu	y Owner and ount of	quired to DMB cor	8. Price of Derivative Security	9. Number of Derivative	of 10. Owners Form of Derivat Security Direct ( or Indir	11. Na of Indi f Benefic ive Owner y: (Instr.
Derivative Security	Conversion or Exercise Price of Derivative	Date	//Year)	3A. Deemed Execution Date, if any	4. Transac Code	s, calls, 5. ction of D Se A (A	warrants  Number f  Derivative ecurities acquired (A) or disposed of (D) (nstr. 3, 4, and 5)	dired, option 6. Date	Dispose ons, conv ate Exercitation Danth/Day/	I in this for lays a current of of, or Ben ertible securisable and te	eficiall rities) 7. Taken and Secu	not revalid Coy Owner ittle and count of erlying urities tr. 3 and	quired to DMB cor	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form or Derivat Security Direct ( or Indir	11. Na of Indi f Benefic ive Owner y: (Instr.
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date	//Year)	3A. Deemed Execution Date, if any	e.g., puts 4. Transac Code (Instr. 8	s, calls, 5. ction of Do So Action (A	warrants  Number f  Derivative ecurities ecurities ecurities ecurities (equired A) or (exposed of D) (exposed o	co fool de la contraction de l	Dispose only at Exercise to Day / / / / / / / / / / / / / / / / / / /	I in this for lays a current of the securisable and the Year)	rm are rently eficiall rities) 7. T Am Und Secu (Inst	not revalid C y Owne itle and bunt of erlying rities tr. 3 and	Amount or Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form or Derivat Security Direct ( or Indir	11. Na of Indi f Benefi ive Owner (Instr.
Derivative Security	Conversion or Exercise Price of Derivative Security	Date (Month/Day	//Year) 004	3A. Deemed Execution Date, if any	e.g., puts 4. Transac Code (Instr. 8)	s, calls, 5. ction of Do So Action (A	warrants  Number f berivative ecurities acquired A) or disposed of D) nstr. 3, 4, nd 5)  A) (D)	bate Exercises	Dispose ons, convariant Exercisable	I in this for lays a current of the security o	rm are rently  eficiall rities) 7. T Amo Und Sect (Install Control of Section 1)  Title Control of	not revalid C	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	of 10. Owners Form o Derivat Security Direct ( or Indir (s) (1) (Instr. 4	11. Na of Indi f Benefi ive Owner (Instr.
Employee Stock Option Employee Stock Option	Conversion or Exercise Price of Derivative Security	Date (Month/Day 12/14/2 12/15/2	//Year) 004	3A. Deemed Execution Date, if any	e.g., puts 4. Transac Code (Instr. 8)	s, calls, 5. ction of Do So Action (A	warrants  Number f berivative ecurities acquired A) or disposed of D) nstr. 3, 4, nd 5)  A) (D)	bate Exercises	Dispose ons, convariant Exercisable	I in this for lays a curd of, or Benertible seculisable and tte Year)  Expiration Date	rm are rently  eficiall rities) 7. T Amo Und Sect (Install Control of Section 1)  Title Control of	not revalid C y Owne y Owne graphics sass A nmmon cock ass A nmmon	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	of 10. Owners Form o Derivat Security Direct ( or Indir () (Instr. 4	11. Na of Indi f Benefi ive Owner (Instr.
Employee Stock Option  Repor	Conversion or Exercise Price of Derivative Security  \$ 14.03	12/14/2 12/15/2 wners	//Year) 004	3A. Deemed Execution Date, if any (Month/Day/Year)	e.g., puts 4. Transac Code (Instr. 8)	s, calls, s. cal	warrants  Number f berivative ecurities acquired A) or disposed of D) nstr. 3, 4, nd 5)  A) (D)	bate Exercises	Dispose ons, convariant Exercisable	I in this for lays a curd of, or Benertible seculisable and tte Year)  Expiration Date	rm are rently  eficiall rities) 7. T Amo Und Sect (Install Control of Section 1)  Title Control of	not revalid C y Owne y Owne graphics sass A nmmon cock ass A nmmon	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	of 10. Owners Form o Derivat Security Direct ( or Indir () (Instr. 4	hhip of Inc f Benet ive Owne (Instr.

D (1 0 N /41)	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
KELLY DAVID M	X		President and CEO				

### **Signatures**

David M. Kelly	12/16/2004
**Signature of Reporting Person	Date

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.