

# FORM 4

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

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

**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 * DECARLO DAVID J			2. Issuer Name and Ticker or Trading Symbol MATTHEWS INTERNATIONAL CORP [MATW]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice Chairman		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2007					
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	04/27/2007		M		9,333	A	\$ 14.03	60,150	D	
Class A Common Stock	04/27/2007		M		38,000	A	\$ 24.37	60,150	D	
Class A Common Stock	04/27/2007		M		66,667	A	\$ 21.81	60,150	D	
Class A Common Stock	04/27/2007		M		700	A	\$ 28.58	60,150	D	
Class A Common Stock	04/27/2007		S		114,700	D	\$ 42.77	60,150	D	
Class A Common Stock	04/28/2007		M		19,300	A	\$ 28.58	60,150	D	
Class A Common Stock	04/28/2007		S		19,300	D	\$ 42.55	60,150	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						
Employee Stock Option	\$ 14.03	04/27/2007		M		9,333	11/15/2003	11/15/2010	Class A Common Stock	9,333	\$ 14.03	0	D	
Employee Stock Option	\$ 24.37	04/27/2007		M		38,000	01/17/2005	01/17/2012	Class A Common Stock	38,000	\$ 24.37	0	D	
Employee Stock Option	\$ 21.81	04/27/2007		M		66,667	12/19/2005	12/19/2012	Class A Common Stock	66,667	\$ 21.81	33,333	D	
Employee Stock Option	\$ 28.58	04/27/2007		M		700	12/15/2006	12/15/2013	Class A Common Stock	700	\$ 28.58	40,000	D	
Employee Stock Option	\$ 28.58	04/30/2007		M		19,300	12/15/2006	12/15/2013	Class A Common Stock	19,300	\$ 28.58	40,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DECARLO DAVID J	X		Vice Chairman	

## Signatures

David J. DeCarlo		05/01/2007
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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.

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