UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 FORM 4 - STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP () 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: Kelly, David M. 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 6, 2003 5. If Amendment, Date of Original (Month/Year): 6. Relationship of Reporting Person(s) to Issuer (Check all applicable): (X) Director (X) Officer () 10% Owner () Other (specify below) (title below) President and Chief Executive Officer 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. Trans- | 3. Trans- | 4. Securities Acquired (A) | 5. Amount of | 6. Owner- | 7. Nature of | action | action | or Disposed of (D) | Securities | ship Form: | Indirect | Date | Code | | Beneficially | Direct(D) | Beneficial | (Month/ | Owned at | or In- | Ownership | | (Month/ | Day/ |-----| End of Period | direct(I) | Year) |Code | V | Amount |A/D| Price | |Class A Common Stock | 02/06/03 | M | | 35,000 | A | \$ 7.03 | |Class A Common Stock | 02/06/03 | S | | 35,000 | D | \$22.95 | 154,774 | D <CAPTION> Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned ______ | 3. | 4. | 5. Number of 6. Date Exer- | 7. Title and | 8. | 9. Number | 10. | 11. | |1. Title of |2. Derivative | Conver- | Trans- | Derivative | cisable and | Amount of | Price | of Deriva-|Owner-|Nature | Security | sion or | action | Securities | Expiration | Underlying | of | tive | ship | of In-| | Exercise | Date | Code | Acquired(A)| Date (Month/ | Securities | Deri- |Securities|Form | direct| Price of |(Month/ | or Dis- | Day/Year) |------|vative|Benefi- |at End|Bene- | |Code| V | Amount |A/D| sable | Date | Title | |Shares | | |Period | | <C> |<S>|Employee Stock |

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Explanation of Responses: