

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 20, 2003

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

February 20, 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 Directly Owned	7. Ownership Form	8. Nature of Ownership	9. Price	10. Exercise Price	11. Other
Class A Common Stock	02/19/03	M	2,185	A	\$12.84					
Class A Common Stock	02/19/03	S	2,185	D	\$22.53					
Class A Common Stock	02/20/03	M	1,000	A	\$12.84					
Class A Common Stock	02/20/03	S	1,000	D	\$22.53	4,422	D			

<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 Amount of Underlying Securities	8. Derivative Security Owned at End of Reporting Period	9. Number of Securities Owned at End of Reporting Period	10. Price	11. Exercise Price	12. Other	13. Nature of Ownership
Employee Stock Option	\$12.84	02/19/03	M	2,185	D	10/26/02-10/26/09	Common Stock	2,185	\$12.84			
Employee Stock						Class A						

Option	\$12.84	02/20/03	M	1,000	D	10/26/02	10/26/09	Common Stock	1,000	\$12.84	36,815	D	

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Explanation of Responses:

Lawrence W. Keeley, Jr.

02/21/2003

Signature Of Reporting Person

Date