

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:

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 24, 2003

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

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 Owned at End of Period	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Beneficial Ownership				
			Amount	Price						
Class A Common Stock	02/21/03	M	10,149	\$12.84						
Class A Common Stock	02/21/03	S	6,800	\$22.53						
Class A Common Stock	02/24/03	S	15	\$22.51	7,756	D				

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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security	2. Conversion or Exercise Price of Derivative	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 at End of Reporting Period	10. Number of Derivative Securities Owned at Reporting Period	11. Ownership Form: Direct (D) or Indirect (I)	12. Nature of Beneficial Ownership		
				Amount	Date		or Num-		Owned at				
Employee Stock Option	\$12.84	02/21/03	M	10,149	10/26/02-10/26/09	Class A Common Stock	10,149	\$12.84	26,666	D			

