



Stock

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 (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)	Amount or Number of Shares
Employee Stock Option	\$ 37.29	11/12/2015		M	5,333	11/16/2008 11/16/2015	Class A Common Stock	5,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAHILL PAUL F			President, Cremation Division	

## Signatures

Paul F. Rhail 11/13/2015  
 \*\*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).
- (1) Award of restricted stock under the Company's 2012 Equity Incentive Plan, subject to the agreement entered into under the Plan. In general, 50% of the shares vest on November 11, 2018, subject to continuing employment at that time; 25% of the shares vest in increments of one-third upon the stock price of the Company reaching 105%, 115% and 125% of the price of the Company's common stock on the date of the award for ten consecutive trading days, respectively; and 25% of the shares vest in increments of one-third upon the adjusted earnings per share of the Company reaching \$3.25, \$33.51 and \$3.79; and in any event no earlier than one year from the date

## Edgar Filing: MATTHEWS INTERNATIONAL CORP - Form 4

of the grant, subject to continuing employment at that time. Shares that do not achieve the stock price thresholds on or before November 11, 2020 will be forfeited. Shares that do not achieve the adjusted earnings per share thresholds on or before November 11, 2018 will be forfeited.

- (2) Sale of shares to the registrant to cover tax withholdings on the vesting of restricted shares.
- (3) Sale of shares to the registrant to cover the exercise price of employee stock options and the related tax withholdings upon stock option exercise.

### **Remarks:**

See attached "footnotes: page.

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.