

MATTHEWS INTERNATIONAL CORP
 Form 3
 July 06, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | |
|-------------------------------------------|---------|----------|--------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Tottman Brian E | | | (Month/Day/Year) | | MATTHEWS INTERNATIONAL CORP [MATW] | |
| (Last) | (First) | (Middle) | 06/30/2006 | | 4. Relationship of Reporting Person(s) to Issuer | |
| RIVERSIDE | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| DRIVE,Â CLECKHEATON | | | | | (Check all applicable) | |
| (Street) | | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Managing Director-PG GrB & US | |
| WEST | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| YORKSHIRE,Â X0Â BD194DH | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| None | 0 | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|
| | Date Exercisable Expiration Date | Title | | | |

| | | | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------|---------------------------|---------------------------|----------------------------|----------------------------------|----------|----------------------------------|---|
| Employee Stock Option | 11/16/2008 ⁽¹⁾ | 11/16/2015 ⁽²⁾ | Class A Common Stock | 3,000 | \$ 37.29 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tottman Brian E RIVERSIDE DRIVE CLECKHEATON WEST YORKSHIRE,Â X0Â BD194DH | Â | Â | Â Managing Director-PG GrB & US | Â |

Signatures

Brian E. Tottman
07/06/2006
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Date first exercisable. Subject to the agreement entered into under the Company's 1992 Stock Incentive Plan, in general, the options vest
- (1) in increments of one-third upon the later to occur of November 16, 2008, 2009 and 2010, and the stock price of the Company reaching 110%, 133% and 160% of the exercise price for ten consecutive trading days, respectively.
 - (2) Date last exercisable in accordance with such agreement.

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.