

MATTHEWS INTERNATIONAL CORP

Form 8-K

November 20, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

November 16, 2006

MATTHEWS INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania  
(State or other jurisdiction of  
incorporation)

0-9115  
(Commission File  
Number)

25-0644320  
(IRS Employer Identification  
No.)

Two NorthShore Center, Pittsburgh, PA    15212-5851  
(Address of principal executive offices)    (Zip Code)

Registrant's telephone number, including area code: (412) 442-8200

---

Item 8.01 Other Events

On November 16, 2006, the Board of Directors of Matthews International Corporation (“Matthews”) gave final approval of amendments to the Company’s Corporate Governance Guidelines. In general, for a Board member who retires from active employment with the Company, the amendments provide that the future Board service of such individual will be limited to a period of up to one year from the date employment with the Company is terminated.

A copy of the Corporate Governance Guidelines, as amended, is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Matthews International Corporation Corporate Governance Guidelines, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MATTHEWS INTERNATIONAL CORPORATION  
(Registrant)

By Steven F. Nicola

Steven F. Nicola  
Chief Financial Officer,  
Secretary and Treasurer

Date: November 20, 2006