

METTLER TOLEDO INTERNATIONAL INC/
 Form 4
 February 11, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
DONNELLY WILLIAM P

2. Issuer Name and Ticker or Trading Symbol
METTLER TOLEDO INTERNATIONAL INC/ [MTD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1900 POLARIS PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2014

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
Executive Vice President

COLUMBUS, OH 43240

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$0.01 per share | 02/07/2014 | | M | | 2,500 A \$ 52.37 | 48,953 | D |
| Common Stock, par value \$0.01 per share | 02/07/2014 | | S | | 2,500 D \$ 253.99 | 46,453 | D |
| Common Stock, par | 02/07/2014 | | M | | 998 A \$ 52.37 | 47,451 | D |

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| | | | | | | | | |
|--|------------|---|-------|---|----------------------------|--------|--|---------------------|
| value \$0.01 per share | | | | | | | | |
| Common Stock, par value \$0.01 per share | 02/07/2014 | S | 998 | D | \$ 255.25 <u>(2)</u> | 46,453 | | D |
| Common Stock, par value \$0.01 per share | 02/07/2014 | M | 1,002 | A | \$ 52.37 | 47,455 | | D |
| Common Stock, par value \$0.01 per share | 02/07/2014 | S | 1,002 | D | \$ 256.74 <u>(3)</u> | 46,453 | | D |
| Common Stock, par value \$0.01 per share | 02/10/2014 | M | 2,000 | A | \$ 52.37 | 48,453 | | D |
| Common Stock, par value \$0.01 per share | 02/10/2014 | S | 2,000 | D | \$ 254.14 <u>(4)</u> | 46,453 | | D |
| Common Stock, par value \$0.01 per share | 02/10/2014 | M | 1,500 | A | \$ 52.37 | 47,953 | | D |
| Common Stock, par value \$0.01 per share | 02/10/2014 | S | 1,500 | D | \$ 255.33 <u>(5)</u> | 46,453 | | D |
| Common Stock, par value \$0.01 per share | | | | | | 3,478 | | I By children |

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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Acquired (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 52.37 | 02/07/2014 | | M | 2,500 | 11/03/2006 ⁽⁶⁾ | 11/03/2015 | Common Stock, par value \$0.01 per share | 2,500 |
| Stock Option (right to buy) | \$ 52.37 | 02/07/2014 | | M | 998 | 11/03/2006 ⁽⁶⁾ | 11/03/2015 | Common Stock, par value \$0.01 per share | 998 |
| Stock Option (right to buy) | \$ 52.37 | 02/07/2014 | | M | 1,002 | 11/03/2006 ⁽⁶⁾ | 11/03/2015 | Common Stock, par value \$0.01 per share | 1,002 |
| Stock Option (right to buy) | \$ 52.37 | 02/10/2014 | | M | 2,000 | 11/03/2006 ⁽⁶⁾ | 11/03/2015 | Common Stock, par value \$0.01 per share | 2,000 |
| Stock Option (right to buy) | \$ 52.37 | 02/10/2014 | | M | 1,500 | 11/03/2006 ⁽⁶⁾ | 11/03/2015 | Common Stock, par value \$0.01 per share | 1,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

DONNELLY WILLIAM P
1900 POLARIS PARKWAY
COLUMBUS, OH 43240

Executive Vice President

Signatures

James Bellerjeau, Attorney
in Fact

02/11/2014

__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) Represents the average sale price of multiple individual transactions at prices between \$253.53 and \$254.22. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (2) Represents the average sale price of multiple individual transactions at prices between \$255.00 and \$255.72. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (3) Represents the average sale price of multiple individual transactions at prices between \$256.42 and \$257.02. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (4) Represents the average sale price of multiple individual transactions at prices between \$254.00 and \$254.35. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (5) Represents the average sale price of multiple individual transactions at prices between \$255.00 and \$255.50. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (6) The options vested annually in five equal installments beginning on the first anniversary of the date of grant.

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.