

METTLER TOLEDO INTERNATIONAL INC/

Form 4

February 12, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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)

COLUMBUS, OH 43240

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2015

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

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

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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/10/2015		M	10,709	A \$ 68.06 11,709	D	
Common Stock, par value \$0.01 per share	02/10/2015		S	10,709	D \$ 303.29 1,000 (1)	D	
Common Stock, par	02/10/2015		M	1,100	A \$ 68.06 2,100	D	

Edgar Filing: METTLER TOLEDO INTERNATIONAL INC/ - Form 4

value \$0.01 per share								
Common Stock, par value \$0.01 per share	02/10/2015	S	1,100	D	\$ 304.16 (2)	1,000	D	
Common Stock, par value \$0.01 per share	02/10/2015	M	750	A	\$ 68.06	1,750	D	
Common Stock, par value \$0.01 per share	02/10/2015	S	750	D	\$ 305.39 (3)	1,000	D	
Common Stock, par value \$0.01 per share	02/10/2015	M	400	A	\$ 68.06	1,400	D	
Common Stock, par value \$0.01 per share	02/10/2015	S	400	D	\$ 306.5 (4)	1,000	D	
Common Stock, par value \$0.01 per share	02/11/2015	M	791	A	\$ 68.06	1,791	D	
Common Stock, par value \$0.01 per share	02/11/2015	S	791	D	\$ 304.5	1,000	D	
Common Stock, par value \$0.01 per share						22,557	I	By filer's trust
Common Stock, par value						22,539	I	By spouse's trust

\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

2,607

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
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 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 Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 68.06	02/10/2015		M	10,709	11/02/2007 ⁽⁵⁾ 11/02/2016	Common Stock, par value \$0.01 per share 10,709
Stock Option (right to buy)	\$ 68.06	02/10/2015		M	1,100	11/02/2007 ⁽⁵⁾ 11/02/2016	Common Stock, par value \$0.01 per share 1,100
Stock Option (right to buy)	\$ 68.06	02/10/2015		M	750	11/02/2007 ⁽⁵⁾ 11/02/2016	Common Stock, par value \$0.01 per share 750
Stock Option (right to buy)	\$ 68.06	02/10/2015		M	400	11/02/2007 ⁽⁵⁾ 11/02/2016	Common Stock, par value \$0.01 per share 400

Stock Option (right to buy)	\$ 68.06	02/11/2015	M	791	11/02/2007 ⁽⁵⁾	11/02/2016	Common Stock, par value \$0.01 per share	791
--------------------------------------	----------	------------	---	-----	---------------------------	------------	--	-----

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONNELLY WILLIAM P 1900 POLARIS PARKWAY COLUMBUS, OH 43240			Executive Vice President	

Signatures

James Bellerjeau, Attorney
in Fact 02/12/2015

__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) Represents the average sale price of multiple individual transactions at prices between \$303.00 and \$303.71. 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 \$304.00 and \$304.66. 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 \$305.02 and \$305.73. 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 \$306.04 and \$306.71. 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) 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.