

METTLER TOLEDO INTERNATIONAL INC/  
 Form 4  
 February 23, 2015

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
 MILNE GEORGE M JR

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)  
 IM LANGACHER 44, CH-8606  
 GREIFENSEE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/20/2015

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

SWITZERLAND

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 Price (D)		
Common Stock, par value \$0.01 per share	02/20/2015		M		3,000 A \$ 52.37	7,809	D
Common Stock, par value \$0.01 per share	02/20/2015		M		3,000 A \$ 68.06	10,809	D
	02/20/2015		M		3,000 A	13,809	D

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Common Stock, par value \$0.01 per share						\$					
						105.11					
Common Stock, par value \$0.01 per share	02/20/2015		M	4,700	A	\$ 73.69	18,509		D		
Common Stock, par value \$0.01 per share	02/20/2015		M	3,384	A	\$ 90.76	21,893		D		
Common Stock, par value \$0.01 per share	02/20/2015		S	7,598	D	\$ <u>313.26</u> (1)	14,295		D		
Common Stock, par value \$0.01 per share	02/20/2015		S	1,402	D	\$ <u>313.79</u> (2)	12,893		D		
Common Stock, par value \$0.01 per share	02/23/2015		<u>G</u> (3)	V 3,180	D	\$ 0	9,713		D		
Common Stock, par value \$0.01 per share	02/23/2015		A	V 3,180	A	\$ 0	3,180		I		By family foundation

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 52.37	02/20/2015	M	3,000					11/03/2006 <sup>(4)</sup>	11/03/2015	Common Stock, par value \$0.01 per share	3,000
Stock Option (right to buy)	\$ 68.06	02/20/2015	M	3,000					11/02/2007 <sup>(4)</sup>	11/02/2016	Common Stock, par value \$0.01 per share	3,000
Stock Option (right to buy)	\$ 105.11	02/20/2015	M	3,000					11/01/2008 <sup>(4)</sup>	11/01/2017	Common Stock, par value \$0.01 per share	3,000
Stock Option (right to buy)	\$ 73.69	02/20/2015	M	4,700					11/06/2009 <sup>(4)</sup>	11/06/2018	Common Stock, par value \$0.01 per share	4,700
Stock Option (right to buy)	\$ 90.76	02/20/2015	M	3,384					10/28/2010 <sup>(5)</sup>	10/28/2019	Common Stock, par value \$0.01 per share	3,384

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILNE GEORGE M JR IM LANGACHER 44 CH-8606 GREIFENSEE SWITZERLAND	X			

## Signatures

James Bellerjeau, Power of  
Attorney

02/23/2015

\_\_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 \$312.70 and \$313.67. 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 \$313.70 and \$313.89. 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) This transaction reflects gifts to a family foundation.
- (4) The options vested annually in five equal installments beginning on the first anniversary of the date of grant.
- (5) The options vested annually in four 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.

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