

Kirk Simon
 Form 4
 November 28, 2018

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 *
 Kirk Simon

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/26/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Head of Product Inspection

IM LANGACHER 44, CH-8606
 GREIFENSEE

(Street)

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

SWITZERLAND

(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 Beneficial Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.01 per share | 11/26/2018 | | M | 959 | A | \$ 244.99 | 2,034 | D |
| Common Stock, par value \$0.01 per share | 11/26/2018 | | M | 902 | A | \$ 263.62 | 2,936 | D |
| | 11/26/2018 | | M | 838 | A | | 3,774 | D |

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| | | | | | | | |
|--|------------|---|-------|---|-------------------------|-------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 312.36 | | |
| Common Stock, par value \$0.01 per share | 11/26/2018 | M | 658 | A | \$ 397.95 | 4,432 | D |
| Common Stock, par value \$0.01 per share | 11/26/2018 | S | 2,398 | D | \$ 603.53 <u>(1)</u> | 2,034 | D |
| Common Stock, par value \$0.01 per share | 11/26/2018 | S | 959 | D | \$ 604.02 <u>(2)</u> | 1,075 | D |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 244.99 | 11/26/2018 | | M | 959 | 11/07/2014 ⁽³⁾ 11/07/2023 | Common Stock, par value \$0.01 per share | 959 |

| Option Type | Exercise Price | Grant Date | Exercise Type | Shares | Start Date | End Date | Common Stock, par value | Shares |
|-----------------------------|----------------|------------|---------------|--------|---------------------------|------------|-------------------------|--------|
| Stock Option (right to buy) | \$ 263.62 | 11/26/2018 | M | 902 | 11/06/2015 ⁽⁴⁾ | 11/06/2024 | \$0.01 per share | 902 |
| Stock Option (right to buy) | \$ 312.36 | 11/26/2018 | M | 838 | 11/05/2016 ⁽⁴⁾ | 11/05/2025 | \$0.01 per share | 838 |
| Stock Option (right to buy) | \$ 397.95 | 11/26/2018 | M | 658 | 11/03/2017 ⁽⁴⁾ | 11/03/2026 | \$0.01 per share | 658 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kirk Simon IM LANGACHER 44 CH-8606 GREIFENSEE SWITZERLAND | | | Head of Product Inspection | |

Signatures

| | |
|--|-------------|
| James Bellerjeau, Attorney in Fact | 11/28/2018 |
| <i>**Signature of Reporting Person</i> | <i>Date</i> |

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 sales price of multiple individual transactions at prices between \$603.00 and \$603.91. 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 sales price of multiple individual transactions at prices between \$604.00 and \$604.07. 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) The options vested annually in five equal installments beginning on the first anniversary of the date of grant.
- (4) The options vest 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.