

METTLER TOLEDO INTERNATIONAL INC/
 Form 4
 February 12, 2015

FORM 4

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

OMB APPROVAL

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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)
02/10/2015

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

COLUMBUS, OH 43240
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| 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 | D |
| Common Stock, par | 02/10/2015 | | M | | 1,100 A \$ 68.06 | 2,100 | D |

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

\$0.01 per
shareCommon
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.

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(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 | 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 |

