

METTLER TOLEDO INTERNATIONAL INC/
 Form 4
 November 09, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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)
11/07/2016

____ 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.01 per share | 11/07/2016 | | M | 20,000 A | \$ 73.69 21,000 | D | |
| Common Stock, par value \$0.01 per share | 11/07/2016 | | S | 1,100 D | \$ 423.17 19,900 | D | |
| Common Stock, par value \$0.01 per share | 11/07/2016 | | S | 1,738 D | \$ 424.17 18,162 | D | |

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| | | | | | | | |
|-------------------------|------------|---|--------|---|-------------|--------|---|
| value | | | | | <u>(2)</u> | | |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 11/07/2016 | S | 2,662 | D | \$ 425.3 | 15,500 | D |
| \$0.01 per share | | | | | <u>(3)</u> | | |
| Common Stock, par value | 11/07/2016 | S | 3,060 | D | \$ 426.39 | 12,440 | D |
| \$0.01 per share | | | | | <u>(4)</u> | | |
| Common Stock, par value | 11/07/2016 | S | 5,596 | D | \$ 427.51 | 6,844 | D |
| \$0.01 per share | | | | | <u>(5)</u> | | |
| Common Stock, par value | 11/07/2016 | S | 5,844 | D | \$ 428.23 | 1,000 | D |
| \$0.01 per share | | | | | <u>(6)</u> | | |
| Common Stock, par value | 11/08/2016 | M | 10,067 | A | \$ 73.69 | 11,067 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 11/08/2016 | S | 1,685 | D | \$ 426.65 | 9,382 | D |
| \$0.01 per share | | | | | <u>(7)</u> | | |
| Common Stock, par value | 11/08/2016 | S | 615 | D | \$ 427.81 | 8,767 | D |
| \$0.01 per share | | | | | <u>(8)</u> | | |
| Common Stock, par value | 11/08/2016 | S | 244 | D | \$ 428.75 | 8,523 | D |
| \$0.01 per share | | | | | <u>(9)</u> | | |
| Common Stock, par value | 11/08/2016 | S | 700 | D | \$ 430.36 | 7,823 | D |
| | | | | | <u>(10)</u> | | |

| | | | | | | | | | |
|--|------------|---|-------|---|--------------------------|--------|--|---|-------------------|
| \$0.01 per share | | | | | | | | | |
| Common Stock, par value \$0.01 per share | 11/08/2016 | S | 6,723 | D | \$ 431.28 <u>(11)</u> | 1,100 | | D | |
| Common Stock, par value \$0.01 per share | 11/08/2016 | S | 100 | D | \$ 431.8 | 1,000 | | D | |
| Common Stock, par value \$0.01 per share | | | | | | 22,271 | | I | By spouse's trust |
| Common Stock, par value \$0.01 per share | | | | | | 22,289 | | D | |
| 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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

| Stock Option (right to buy) | Exercise Price | Grant Date | Exercise Type | Quantity | Expiration Date | Common Stock, par value | Common Stock, par value |
|-----------------------------|----------------|------------|---------------|----------|----------------------------|-------------------------|----------------------------|
| Stock Option (right to buy) | \$ 73.69 | 11/07/2016 | M | 20,000 | 11/06/2009 ⁽¹²⁾ | 11/06/2018 | 20,000 \$0.01 per share |
| Stock Option (right to buy) | \$ 73.69 | 11/08/2016 | M | 10,067 | 11/06/2009 ⁽¹²⁾ | 11/06/2018 | 10,067 \$0.01 per share |

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

11/09/2016

__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 sales price of multiple individual transactions at prices between \$422.71 and \$423.60. 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 \$423.77 and \$424.60. 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 sales price of multiple individual transactions at prices between \$424.84 and \$425.78. 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 sales price of multiple individual transactions at prices between \$425.91 and \$426.88. 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 sales price of multiple individual transactions at prices between \$426.93 and \$427.90. 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) Represents the average sales price of multiple individual transactions at prices between \$427.94 and \$428.89. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
 - (7) Represents the average sales price of multiple individual transactions at prices between \$426.22 and \$427.20. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
 - (8) Represents the average sales price of multiple individual transactions at prices between \$427.30 and \$428.22. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
 - (9) Represents the average sales price of multiple individual transactions at prices between \$428.37 and \$429.25. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
 - (10) Represents the average sales price of multiple individual transactions at prices between \$429.72 and \$430.65. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.

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- (11) Represents the average sales price of multiple individual transactions at prices between \$430.72 and \$431.60. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (12) 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.