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METTLER TOLEDO INTERNATIONAL INC/

Form 4

February 10, 2017

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

0.5 response...

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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) 1900 POLARI	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2017	Director 10% Owner Selective title Other (specify below) Beautiful Description		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person		
COLUMBUS, OH 43240				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I)erivative	Secu	rities A <i>c</i> au	ired Disnosed of	or Reneficiall	v Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)		Disposed of (D) Securities A and 5) Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
Common Stock, par value \$0.01 per share	02/08/2017		Code V	Amount 1,000	(A) or (D)	Price \$ 90.76	Reported Transaction(s) (Instr. 3 and 4) 2,000	D	
Common Stock, par value \$0.01 per share	02/08/2017		S	1,000	D	\$ 464	1,000	D	
Common Stock, par	02/09/2017		M	3,830	A	\$ 90.76	4,830	D	

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	02/09/2017	S	1,000	D	\$ 466	3,830	D	
Common Stock, par value \$0.01 per share	02/09/2017	S	2,830	D	\$ 467.51 (1)	1,000	D	
Common Stock, par value \$0.01 per share						20,788	I	By spouse's trust
Common Stock, par value \$0.01 per share						20,806	I	By filer's trust
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)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount

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								Number of Shares
Stock Option (right to buy)	\$ 90.76	02/08/2017	M	1,000	10/28/2010(2)	10/28/2019	Common Stock, par value \$0.01 per share	1,000
Stock Option (right to buy)	\$ 90.76	02/09/2017	M	3,830	10/28/2010 <u>(2)</u>	10/28/2019	Common Stock, par value \$0.01 per share	3,830

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 02/10/2017

**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 \$467.50 and \$467.55. 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) 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.

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