

METTLER TOLEDO INTERNATIONAL INC/

Form 4

August 04, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kirk Simon

(Last) (First) (Middle)

IM LANGACHER 44, CH-8606
GREIFENSEE

(Street)

2. Issuer Name and Ticker or Trading
Symbol

METTLER TOLEDO
INTERNATIONAL INC/ [MTD]

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

08/02/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Head of Product Inspection

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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)
Common Stock, par value \$0.01 per share	08/02/2016		M	2,074	A \$ 169.37	2,510	D
Common Stock, par value \$0.01 per share	08/02/2016		S	992	D \$ 405.36 (1)	1,518	D
	08/02/2016		S	1,000	D	518	D

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Common Stock, par value \$0.01 per share					\$ 406.65 (2)		
Common Stock, par value \$0.01 per share	08/02/2016	S	300	D	\$ 408.45 (3)	218	D
Common Stock, par value \$0.01 per share	08/03/2016	M	926	A	\$ 169.37	1,144	D
Common Stock, par value \$0.01 per share	08/03/2016	S	926	D	\$ 399.58 (4)	218	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 169.37	08/02/2016		M		2,074		10/31/2013 ⁽⁵⁾	10/31/2022	Common Stock, par value \$0.01 per share	2,074
	\$ 169.37	08/03/2016		M		926		10/31/2013 ⁽⁵⁾	10/31/2022		926

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

James Bellerjeau, Attorney
in Fact

08/04/2016

**Signature of Reporting Person

Date

- * 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 \$405.00 and \$405.99. 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 \$406.17 and \$407.07. 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) Represents the average sales price of multiple individual transactions at prices between \$408.42 and \$408.48. 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 \$399.50 and \$399.85. 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) The options vest annually in five equal installments beginning on the first anniversary of the date of grant.