

METTLER TOLEDO INTERNATIONAL INC/
Form 4
February 11, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DONNELLY WILLIAM P

(Last) (First) (Middle)

1900 POLARIS PARKWAY

(Street)

COLUMBUS, OH 43240

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**METTLER TOLEDO
INTERNATIONAL INC/ [MTD]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2014

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)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/07/2014		M	2,500	A \$ 52.37 48,953	D	
Common Stock, par value \$0.01 per share	02/07/2014		S	2,500	D \$ 253.99 46,453 (1)	D	
Common Stock, par	02/07/2014		M	998	A \$ 52.37 47,451	D	

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

02/07/2014

S

998

D

\$
255.25 46,453
(2)

D

Common
Stock, par
value
\$0.01 per
share

02/07/2014

M

1,002

A

\$ 52.37 47,455

D

Common
Stock, par
value
\$0.01 per
share

02/07/2014

S

1,002

D

\$
256.74 46,453
(3)

D

Common
Stock, par
value
\$0.01 per
share

02/10/2014

M

2,000

A

\$ 52.37 48,453

D

Common
Stock, par
value
\$0.01 per
share

02/10/2014

S

2,000

D

\$
254.14 46,453
(4)

D

Common
Stock, par
value
\$0.01 per
share

02/10/2014

M

1,500

A

\$ 52.37 47,953

D

Common
Stock, par
value
\$0.01 per
share

02/10/2014

S

1,500

D

\$
255.33 46,453
(5)

D

Common
Stock, par
value
\$0.01 per
share

3,478

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)	\$ 52.37	02/07/2014		M	2,500	11/03/2006 ⁽⁶⁾ 11/03/2015	Common Stock, par value \$0.01 per share 2,500
Stock Option (right to buy)	\$ 52.37	02/07/2014		M	998	11/03/2006 ⁽⁶⁾ 11/03/2015	Common Stock, par value \$0.01 per share 998
Stock Option (right to buy)	\$ 52.37	02/07/2014		M	1,002	11/03/2006 ⁽⁶⁾ 11/03/2015	Common Stock, par value \$0.01 per share 1,002
Stock Option (right to buy)	\$ 52.37	02/10/2014		M	2,000	11/03/2006 ⁽⁶⁾ 11/03/2015	Common Stock, par value \$0.01 per share 2,000
Stock Option (right to buy)	\$ 52.37	02/10/2014		M	1,500	11/03/2006 ⁽⁶⁾ 11/03/2015	Common Stock, par value \$0.01 per share 1,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

DONNELLY WILLIAM P
1900 POLARIS PARKWAY
COLUMBUS, OH 43240

Executive Vice President

Signatures

James Bellerjeau, Attorney
in Fact

02/11/2014

__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 sale price of multiple individual transactions at prices between \$253.53 and \$254.22. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (2) Represents the average sale price of multiple individual transactions at prices between \$255.00 and \$255.72. 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 sale price of multiple individual transactions at prices between \$256.42 and \$257.02. 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 sale price of multiple individual transactions at prices between \$254.00 and \$254.35. 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 sale price of multiple individual transactions at prices between \$255.00 and \$255.50. 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) 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.

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