

METTLER TOLEDO INTERNATIONAL INC/
 Form 4
 February 10, 2016

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)
02/08/2016

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

COLUMBUS, OH 43240

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

(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 (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)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	02/08/2016		M		1,600 A \$ 112.37	2,600	D
Common Stock, par value \$0.01 per share	02/08/2016		S		1,600 D \$ 293.44 ⁽¹⁾	1,000	D
Common Stock, par	02/08/2016		M		700 A \$ 112.37	1,700	D

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/08/2016	S	700	D	\$ 295.21 <u>(2)</u>	1,000	D
Common Stock, par value \$0.01 per share	02/08/2016	M	1,500	A	\$ 112.37	2,500	D
Common Stock, par value \$0.01 per share	02/08/2016	S	1,500	D	\$ 296.7 <u>(3)</u>	1,000	D
Common Stock, par value \$0.01 per share	02/08/2016	M	2,547	A	\$ 112.37	3,547	D
Common Stock, par value \$0.01 per share	02/08/2016	S	2,547	D	\$ 297.88 <u>(4)</u>	1,000	D
Common Stock, par value \$0.01 per share	02/08/2016	M	928	A	\$ 112.37	1,928	D
Common Stock, par value \$0.01 per share	02/08/2016	S	928	D	\$ 298.91 <u>(5)</u>	1,000	D
Common Stock, par value \$0.01 per share	02/08/2016	M	700	A	\$ 112.37	1,700	D
Common Stock, par value	02/08/2016	S	700	D	\$ 299.73 <u>(6)</u>	1,000	D

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\$0.01 per share Common Stock, par value	02/08/2016	M	1,175	A	\$ 112.37	2,175	D
\$0.01 per share Common Stock, par value	02/08/2016	S	1,175	D	\$ 301.11 <u>(7)</u>	1,000	D
\$0.01 per share Common Stock, par value	02/08/2016	M	1,300	A	\$ 112.37	2,300	D
\$0.01 per share Common Stock, par value	02/08/2016	S	1,300	D	\$ 302.05 <u>(8)</u>	1,000	D
\$0.01 per share Common Stock, par value	02/08/2016	M	400	A	\$ 112.37	1,400	D
\$0.01 per share Common Stock, par value	02/08/2016	S	400	D	\$ 303.33 <u>(9)</u>	1,000	D
\$0.01 per share Common Stock, par value	02/08/2016	M	1,600	A	\$ 112.37	2,600	D
\$0.01 per share Common Stock, par value	02/08/2016	S	1,600	D	\$ 304.46 <u>(10)</u>	1,000	D
\$0.01 per share Common Stock, par value	02/08/2016	M	900	A	\$ 112.37	1,900	D

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share								
Common Stock, par value \$0.01 per share	02/08/2016	S	900	D	\$ 305.47 <u>(11)</u>	1,000	D	
Common Stock, par value \$0.01 per share	02/08/2016	M	200	A	\$ 112.37	1,200	D	
Common Stock, par value \$0.01 per share	02/08/2016	S	200	D	\$ 306.73 <u>(12)</u>	1,000	D	
Common Stock, par value \$0.01 per share	02/08/2016	M	200	A	\$ 112.37	1,200	D	
Common Stock, par value \$0.01 per share	02/08/2016	S	200	D	\$ 307.72 <u>(13)</u>	1,000	D	
Common Stock, par value \$0.01 per share						22,369	I	By filer's trust
Common Stock, par value \$0.01 per share						22,351	I	By spouse'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.

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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 (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)	\$ 112.37	02/08/2016		M	1,600	01/03/2013 ⁽¹⁴⁾ 01/03/2018	Common Stock, par value \$0.01 per share 1,600
Stock Option (right to buy)	\$ 112.37	02/08/2016		M	700	01/03/2013 ⁽¹⁴⁾ 01/03/2018	Common Stock, par value \$0.01 per share 700
Stock Option (right to buy)	\$ 112.37	02/08/2016		M	1,500	01/03/2013 ⁽¹⁴⁾ 01/03/2018	Common Stock, par value \$0.01 per share 1,500
Stock Option (right to buy)	\$ 112.37	02/08/2016		M	2,547	01/03/2013 ⁽¹⁴⁾ 01/03/2018	Common Stock, par value \$0.01 per share 2,547
Stock Option (right to buy)	\$ 112.37	02/08/2016		M	928	01/03/2013 ⁽¹⁴⁾ 01/03/2018	Common Stock, par value \$0.01 per share 928
Stock Option (right to buy)	\$ 112.37	02/08/2016		M	700	01/03/2013 ⁽¹⁴⁾ 01/03/2018	Common Stock, par value \$0.01 per share 700

Option Type	Exercise Price	Grant Date	Expiration Date	Quantity	Underlying	Term	Common Stock, par value	Quantity
Stock Option (right to buy)	\$ 112.37	02/08/2016	01/03/2018	1,175	01/03/2013 ⁽¹⁴⁾	01/03/2018	\$0.01 per share	1,175
Stock Option (right to buy)	\$ 112.37	02/08/2016	01/03/2018	1,300	01/03/2013 ⁽¹⁴⁾	01/03/2018	\$0.01 per share	1,300
Stock Option (right to buy)	\$ 112.37	02/08/2016	01/03/2018	400	01/03/2013 ⁽¹⁴⁾	01/03/2018	\$0.01 per share	400
Stock Option (right to buy)	\$ 112.37	02/08/2016	01/03/2018	1,600	01/03/2013 ⁽¹⁴⁾	01/03/2018	\$0.01 per share	1,600
Stock Option (right to buy)	\$ 112.37	02/08/2016	01/03/2018	900	01/03/2013 ⁽¹⁴⁾	01/03/2018	\$0.01 per share	900
Stock Option (right to buy)	\$ 112.37	02/08/2016	01/03/2018	200	01/03/2013 ⁽¹⁴⁾	01/03/2018	\$0.01 per share	200
Stock Option (right to buy)	\$ 112.37	02/08/2016	01/03/2018	200	01/03/2013 ⁽¹⁴⁾	01/03/2018	\$0.01 per share	200

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
DONNELLY WILLIAM P 1900 POLARIS PARKWAY COLUMBUS, OH 43240			Executive Vice President

Signatures

James Bellerjeau, Attorney
in Fact

02/10/2016

__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 sale price of multiple individual transactions at prices between \$293.05 and \$293.87. 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 \$294.51 and \$295.86. 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 \$296.19 and \$297.14. 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 \$297.30 and \$298.28. 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 \$298.36 and \$299.35. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (6) Represents the average sale price of multiple individual transactions at prices between \$299.37 and \$300.18. 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 sale price of multiple individual transactions at prices between \$300.49 and \$301.46. 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 sale price of multiple individual transactions at prices between \$301.69 and \$302.40. 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 sale price of multiple individual transactions at prices between \$302.97 and \$303.96. 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 sale price of multiple individual transactions at prices between \$304.10 and \$305.07. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (11) Represents the average sale price of multiple individual transactions at prices between \$305.10 and \$305.77. 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) Represents the average sale price of multiple individual transactions at prices between \$306.25 and \$307.19. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (13) Represents the average sale price of multiple individual transactions at prices between \$307.32 and \$308.11. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (14) The options fully vested on the fifth 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.