

METTLER TOLEDO INTERNATIONAL INC/

Form 4

May 18, 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 *
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)
05/16/2016

____ Director ____ 10% Owner
____X____ 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)
____X____ 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)	(A) or (D)	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	05/16/2016		M	500	A	\$ 112.37	1,500	D
Common Stock, par value \$0.01 per share	05/16/2016		S	500	D	\$ 370	1,000	D
Common Stock, par	05/16/2016		M	2,467	A	\$ 112.37	3,467	D

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

05/16/2016

S

2,467 D

\$

371.05

1,000

D

(1)

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

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.

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to	\$ 112.37	05/16/2016		M	500	01/03/2013 ⁽²⁾	01/03/2018	Common Stock, par value	500

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

James Bellerjeau, Attorney
in Fact 05/18/2016

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 \$371.00 and \$371.30. 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 on the fifth anniversary of the date of grant.

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