

METTLER TOLEDO INTERNATIONAL INC/
Form 4
November 20, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Madaus Martin D

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)

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

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

1900 POLARIS PARKWAY

11/18/2014

(Street)

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

COLUMBUS, OH 43240

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.01 per share	11/18/2014		M	A	1,740	\$ 149.95	3,749 D
Common Stock, par value \$0.01 per share	11/18/2014		M	A	2,108	\$ 169.37	5,857 D
Common Stock, par	11/18/2014		M	A	742	\$ 244.99	6,599 D

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/18/2014	S	1,100	D	\$ 289.99 <u>(1)</u>	5,499	D
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Common
Stock, par
value
\$0.01 per
share

11/18/2014	S	1,590	D	\$ 291.16 <u>(2)</u>	3,909	D
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Common
Stock, par
value
\$0.01 per
share

11/18/2014	S	1,700	D	\$ 292.03 <u>(3)</u>	2,209	D
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Common
Stock, par
value
\$0.01 per
share

11/18/2014	S	200	D	\$ 292.76 <u>(4)</u>	2,009	D
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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.

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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)
Stock Option (right to	\$ 149.95	11/18/2014		M	1,740	11/02/2012 ⁽⁵⁾ 11/02/2021	Common Stock, par value 1,740

buy)									\$0.01 per share	
Stock Option (right to buy)	\$ 169.37	11/18/2014	M	2,108	10/31/2013 ⁽⁶⁾	10/31/2022			Common Stock, par value \$0.01 per share	2,108
Stock Option (right to buy)	\$ 244.99	11/18/2014	M	742	11/07/2014 ⁽⁶⁾	11/07/2023			Common Stock, par value \$0.01 per share	742

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Madaus Martin D 1900 POLARIS PARKWAY COLUMBUS, OH 43240		X		

Signatures

James Bellerjeau, Power of Attorney
11/20/2014

__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 sales price of multiple individual transactions at prices between \$289.56 and \$290.48. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (2) Represents the average sales price of multiple individual transactions at prices between \$290.65 and \$291.55. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (3) Represents the average sales price of multiple individual transactions at prices between \$291.65 and \$292.58. 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 \$292.68 and \$292.84. 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 four equal installments beginning on the first anniversary of the date of grant.
- (6) The options vest annually in two 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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