

METTLER TOLEDO INTERNATIONAL INC/
 Form 4
 February 23, 2015

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 *
 MILNE GEORGE M JR

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)

IM LANGACHER 44, CH-8606 GREIFENSEE

02/20/2015

(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

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 (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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock, par value \$0.01 per share | 02/20/2015 | | M | | 3,000 | A | \$ 52.37 7,809 | D |
| Common Stock, par value \$0.01 per share | 02/20/2015 | | M | | 3,000 | A | \$ 68.06 10,809 | D |
| | 02/20/2015 | | M | | 3,000 | A | 13,809 | D |

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| | | | | | | | | | | | |
|--|------------|--|--------------|---------|---|----------------------------|--------|--|---|--|----------------------|
| Common Stock, par value \$0.01 per share | | | | | | \$ | | | | | |
| | | | | | | 105.11 | | | | | |
| Common Stock, par value \$0.01 per share | 02/20/2015 | | M | 4,700 | A | \$ 73.69 | 18,509 | | D | | |
| Common Stock, par value \$0.01 per share | 02/20/2015 | | M | 3,384 | A | \$ 90.76 | 21,893 | | D | | |
| Common Stock, par value \$0.01 per share | 02/20/2015 | | S | 7,598 | D | \$ <u>313.26</u> (1) | 14,295 | | D | | |
| Common Stock, par value \$0.01 per share | 02/20/2015 | | S | 1,402 | D | \$ <u>313.79</u> (2) | 12,893 | | D | | |
| Common Stock, par value \$0.01 per share | 02/23/2015 | | <u>G</u> (3) | V 3,180 | D | \$ 0 | 9,713 | | D | | |
| Common Stock, par value \$0.01 per share | 02/23/2015 | | A | V 3,180 | A | \$ 0 | 3,180 | | I | | By family foundation |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|---------------------------|-----------------|--|----------------------------|
| Stock Option (right to buy) | \$ 52.37 | 02/20/2015 | M | 3,000 | | | | | 11/03/2006 ⁽⁴⁾ | 11/03/2015 | Common Stock, par value \$0.01 per share | 3,000 |
| Stock Option (right to buy) | \$ 68.06 | 02/20/2015 | M | 3,000 | | | | | 11/02/2007 ⁽⁴⁾ | 11/02/2016 | Common Stock, par value \$0.01 per share | 3,000 |
| Stock Option (right to buy) | \$ 105.11 | 02/20/2015 | M | 3,000 | | | | | 11/01/2008 ⁽⁴⁾ | 11/01/2017 | Common Stock, par value \$0.01 per share | 3,000 |
| Stock Option (right to buy) | \$ 73.69 | 02/20/2015 | M | 4,700 | | | | | 11/06/2009 ⁽⁴⁾ | 11/06/2018 | Common Stock, par value \$0.01 per share | 4,700 |
| Stock Option (right to buy) | \$ 90.76 | 02/20/2015 | M | 3,384 | | | | | 10/28/2010 ⁽⁵⁾ | 10/28/2019 | Common Stock, par value \$0.01 per share | 3,384 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MILNE GEORGE M JR IM LANGACHER 44 CH-8606 GREIFENSEE SWITZERLAND | X | | | |

Signatures

James Bellerjeau, Power of
Attorney

02/23/2015

__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 \$312.70 and \$313.67. 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 \$313.70 and \$313.89. 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) This transaction reflects gifts to a family foundation.
- (4) The options vested annually in five equal installments beginning on the first anniversary of the date of grant.
- (5) The options vested annually in four 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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