

METTLER TOLEDO INTERNATIONAL INC/
 Form 4
 February 27, 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 *
 Caratsch Thomas

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)
 02/25/2015

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Head of Laboratory

IM LANGACHER 44, CH-8606 GREIFENSEE

(Street)

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

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 | | 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 | | | | |
| Common Stock, par value \$0.01 per share | 02/25/2015 | | M | | 4,000 A | \$ 112.37 4,770 | D | |
| Common Stock, par value \$0.01 per share | 02/25/2015 | | M | | 102 A | \$ 73.69 4,872 | D | |
| | 02/25/2015 | | S | | 4,002 D | 870 | D | |

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| | | | | | | | |
|--|------------|---|-------|---|-------------------------------|-------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 318.14 <u>(1)</u> | | |
| Common Stock, par value \$0.01 per share | 02/25/2015 | S | 100 | D | \$ 317.5 | 770 | D |
| Common Stock, par value \$0.01 per share | 02/26/2015 | M | 1,243 | A | \$ 73.69 | 2,013 | D |
| Common Stock, par value \$0.01 per share | 02/26/2015 | S | 1,243 | D | \$ 316 | 770 | D |
| Common Stock, par value \$0.01 per share | 02/26/2015 | M | 2,255 | A | \$ 73.69 | 3,025 | D |
| Common Stock, par value \$0.01 per share | 02/26/2015 | S | 2,255 | D | \$ <u>316.6</u> <u>(2)</u> | 770 | D |

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) |
|---|--|---|---|--------------------------------------|---|--|---|
|---|--|---|---|--------------------------------------|---|--|---|

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- (3) The options fully vested on the fifth anniversary of the date of grant, upon the achievement of performance targets.
- (4) 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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