

METTLER TOLEDO INTERNATIONAL INC/
 Form 4
 November 19, 2014

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 *
 FILLIOL OLIVER A

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)
 11/17/2014

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

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)
 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 Ownership (Instr. 4)
				Code	V Amount (A) or (D) Price			
Common Stock, par value \$0.01 per share	11/17/2014		M	4,838	A \$ 68.06	21,117	D	
Common Stock, par value \$0.01 per share	11/17/2014		S	4,838	D \$ 288.67	16,279	D	
	11/17/2014		M	4,862	A \$ 68.06	21,141	D	

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	11/17/2014	S	4,862	D	\$ 289.43 <u>(2)</u>	16,279	D
Common Stock, par value \$0.01 per share	11/17/2014	M	1,300	A	\$ 68.06	17,579	D
Common Stock, par value \$0.01 per share	11/17/2014	S	1,300	D	\$ 290.94 <u>(3)</u>	16,279	D
Common Stock, par value \$0.01 per share	11/17/2014	M	1,300	A	\$ 68.06	17,579	D
Common Stock, par value \$0.01 per share	11/17/2014	S	1,300	D	\$ 291.37 <u>(4)</u>	16,279	D
Common Stock, par value \$0.01 per share	11/17/2014	M	200	A	\$ 68.06	16,479	D
Common Stock, par value \$0.01 per share	11/17/2014	S	200	D	\$ 292.5	16,279	D
Common Stock, par value \$0.01 per share	11/18/2014	M	908	A	\$ 68.06	17,187	D
	11/18/2014	S	908	D		16,279	D

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Common Stock, par value \$0.01 per share					\$	290.33		
					(5)			
Common Stock, par value \$0.01 per share	11/18/2014		M	7,486	A	\$ 68.06	23,765	D
Common Stock, par value \$0.01 per share	11/18/2014		S	7,486	D	\$	291.41	16,279
						(6)		D
Common Stock, par value \$0.01 per share	11/18/2014		M	3,406	A	\$ 68.06	19,685	D
Common Stock, par value \$0.01 per share	11/18/2014		S	3,406	D	\$	292.36	16,279
						(7)		D
Common Stock, par value \$0.01 per share	11/18/2014		M	700	A	\$ 68.06	16,979	D
Common Stock, par value \$0.01 per share	11/18/2014		S	700	D	\$	293.22	16,279
						(8)		D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	\$ 68.06	11/17/2014	M	4,838			4,838		11/02/2007 ⁽⁹⁾	05/02/2017	Common Stock, par value \$0.01 per share	4,838
Stock Option (right to buy)	\$ 68.06	11/17/2014	M	4,862			4,862		11/02/2007 ⁽⁹⁾	05/02/2017	Common Stock, par value \$0.01 per share	4,862
Stock Option (right to buy)	\$ 68.06	11/17/2014	M	1,300			1,300		11/02/2007 ⁽⁹⁾	05/02/2017	Common Stock, par value \$0.01 per share	1,300
Stock Option (right to buy)	\$ 68.06	11/17/2014	M	1,300			1,300		11/02/2007 ⁽⁹⁾	05/02/2017	Common Stock, par value \$0.01 per share	1,300
Stock Option (right to buy)	\$ 68.06	11/17/2014	M	200			200		11/02/2007 ⁽⁹⁾	05/02/2017	Common Stock, par value \$0.01 per share	200
Stock Option (right to buy)	\$ 68.06	11/18/2014	M	908			908		11/02/2007 ⁽⁹⁾	05/02/2017	Common Stock, par value \$0.01 per share	908
Stock Option (right to buy)	\$ 68.06	11/18/2014	M	7,486			7,486		11/02/2007 ⁽⁹⁾	05/02/2017	Common Stock, par value \$0.01 per share	7,486
Stock Option	\$ 68.06	11/18/2014	M	3,406			3,406		11/02/2007 ⁽⁹⁾	05/02/2017	Common Stock, par	3,406

(right to buy)								value \$0.01 per share
Stock Option (right to buy)	\$ 68.06	11/18/2014	M	700	11/02/2007 ⁽⁹⁾	05/02/2017	Common Stock, par value \$0.01 per share	700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FILLIOL OLIVER A IM LANGACHER 44 CH-8606 GREIFENSEE SWITZERLAND	X		President and CEO	

Signatures

James Bellerjeau, Attorney
in Fact 11/19/2014

 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 \$288.08 and \$289.06. 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 \$289.11 and \$290.07. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (3) Represents the average sales price of multiple individual transactions at prices between \$290.22 and \$291.16. 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 \$291.22 and \$291.61. 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 sales price of multiple individual transactions at prices between \$289.88 and \$290.85. 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 sales price of multiple individual transactions at prices between \$290.89 and \$291.87. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (7) Represents the average sales price of multiple individual transactions at prices between \$291.89 and \$292.88. 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 sales price of multiple individual transactions at prices between \$292.89 and \$293.45. 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) 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. 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.