

METTLER TOLEDO INTERNATIONAL INC/

Form 4

May 13, 2015

**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

OMB  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
IM LANGACHER 44, CH-8606  
GREIFENSEE

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/11/2015

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

(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 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)
Common Stock, par value \$0.01 per share	05/11/2015		M	2,800	A \$ 73.69	19,079	D
Common Stock, par value \$0.01 per share	05/11/2015		S	2,800	D \$ (1) 324.33	16,279	D
	05/11/2015		M	7,539	A \$ 73.69	23,818	D

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

05/11/2015	S	7,539	D	\$ 325.19 (2)	16,279	D
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Common  
Stock, par  
value  
\$0.01 per  
share

05/11/2015	M	2,161	A	\$ 73.69	18,440	D
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Common  
Stock, par  
value  
\$0.01 per  
share

05/11/2015	S	2,161	D	\$ 325.87 (3)	16,279	D
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Common  
Stock, par  
value  
\$0.01 per  
share

05/12/2015	M	7,000	A	\$ 73.69	23,279	D
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Common  
Stock, par  
value  
\$0.01 per  
share

05/12/2015	S	7,000	D	\$ 321.82 (4)	16,279	D
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Common  
Stock, par  
value  
\$0.01 per  
share

05/12/2015	M	4,300	A	\$ 73.69	20,579	D
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Common  
Stock, par  
value  
\$0.01 per  
share

05/12/2015	S	4,300	D	\$ 322.8 (5)	16,279	D
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Common  
Stock, par  
value  
\$0.01 per  
share

05/12/2015	M	1,200	A	\$ 73.69	17,479	D
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05/12/2015	S	1,200	D		16,279	D
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Common  
 Stock, par  
 value  
 \$0.01 per  
 share

\$  
 323.53  
(6)

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 (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 buy)	\$ 73.69	05/11/2015		M	2,800	11/06/2009 <sup>(7)</sup> 11/06/2018	Common Stock, par value \$0.01 per share 2,800
Stock Option (right to buy)	\$ 73.69	05/11/2015		M	7,539	11/06/2009 <sup>(7)</sup> 11/06/2018	Common Stock, par value \$0.01 per share 7,539
Stock Option (right to buy)	\$ 73.69	05/11/2015		M	2,161	11/06/2009 <sup>(7)</sup> 11/06/2018	Common Stock, par value \$0.01 per share 2,161
Stock Option (right to buy)	\$ 73.69	05/12/2015		M	7,000	11/06/2009 <sup>(7)</sup> 11/06/2018	Common Stock, par value \$0.01 per share 7,000
	\$ 73.69	05/12/2015		M	4,300	11/06/2009 <sup>(7)</sup> 11/06/2018	4,300

Stock Option (right to buy)								Common Stock, par value \$0.01 per share	
Stock Option (right to buy)	\$ 73.69	05/12/2015	M	1,200	11/06/2009 <sup>(7)</sup>	11/06/2018		Common Stock, par value \$0.01 per share	1,200

## 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 05/13/2015

\_\_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 sales price of multiple individual transactions at prices between \$323.65 and \$324.64. 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 \$324.67 and \$325.65. 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 \$325.67 and \$326.10. 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 \$321.32 and \$322.29. 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 \$322.38 and \$323.23. 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 \$323.38 and \$323.76. 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) 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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