

METTLER TOLEDO INTERNATIONAL INC/

Form 4

August 04, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kirk Simon

(Last) (First) (Middle)

IM LANGACHER 44, CH-8606
GREIFENSEE

(Street)

2. Issuer Name and Ticker or Trading
Symbol

METTLER TOLEDO
INTERNATIONAL INC/ [MTD]

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

08/02/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Head of Product Inspection

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 (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 | 08/02/2016 | | M | 2,074 | A \$ 169.37 | 2,510 | D |
| Common Stock, par value \$0.01 per share | 08/02/2016 | | S | 992 | D \$ 405.36 (1) | 1,518 | D |
| | 08/02/2016 | | S | 1,000 | D | 518 | D |

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| | | | | | | | |
|--|------------|---|-----|---|---------------------|-------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 406.65 (2) | | |
| Common Stock, par value \$0.01 per share | 08/02/2016 | S | 300 | D | \$ 408.45 (3) | 218 | D |
| Common Stock, par value \$0.01 per share | 08/03/2016 | M | 926 | A | \$ 169.37 | 1,144 | D |
| Common Stock, par value \$0.01 per share | 08/03/2016 | S | 926 | D | \$ 399.58 (4) | 218 | D |

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) | \$ 169.37 | 08/02/2016 | | M | | 2,074 | | 10/31/2013 ⁽⁵⁾ | 10/31/2022 | Common Stock, par value \$0.01 per share | 2,074 |
| | \$ 169.37 | 08/03/2016 | | M | | 926 | | 10/31/2013 ⁽⁵⁾ | 10/31/2022 | | 926 |

Stock
Option
(right to
buy)

Common
Stock, par
value
\$0.01 per
share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kirk Simon IM LANGACHER 44 CH-8606 GREIFENSEE SWITZERLAND | | | Head of Product Inspection | |

Signatures

James Bellerjeau, Attorney
in Fact

08/04/2016

__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 \$405.00 and \$405.99. 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 \$406.17 and \$407.07. 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 \$408.42 and \$408.48. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (4) Represents the average sales price of multiple individual transactions at prices between \$399.50 and \$399.85. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (5) The options vest 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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