

METTLER TOLEDO INTERNATIONAL INC/

Form 4

November 09, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DONNELLY WILLIAM P

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)  
1900 POLARIS PARKWAY  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/07/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Executive Vice President

COLUMBUS, OH 43240

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

(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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	11/07/2016		M	20,000	A \$ 73.69	21,000	D
Common Stock, par value \$0.01 per share	11/07/2016		S	1,100	D \$ 423.17 (1)	19,900	D
Common Stock, par	11/07/2016		S	1,738	D \$	18,162	D
					424.17		

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value					(2)		
\$0.01 per share							
Common Stock, par value	11/07/2016	S	2,662	D	\$ 425.3	15,500	D
\$0.01 per share					(3)		
Common Stock, par value	11/07/2016	S	3,060	D	\$ 426.39	12,440	D
\$0.01 per share					(4)		
Common Stock, par value	11/07/2016	S	5,596	D	\$ 427.51	6,844	D
\$0.01 per share					(5)		
Common Stock, par value	11/07/2016	S	5,844	D	\$ 428.23	1,000	D
\$0.01 per share					(6)		
Common Stock, par value	11/08/2016	M	10,067	A	\$ 73.69	11,067	D
\$0.01 per share							
Common Stock, par value	11/08/2016	S	1,685	D	\$ 426.65	9,382	D
\$0.01 per share					(7)		
Common Stock, par value	11/08/2016	S	615	D	\$ 427.81	8,767	D
\$0.01 per share					(8)		
Common Stock, par value	11/08/2016	S	244	D	\$ 428.75	8,523	D
\$0.01 per share					(9)		
Common Stock, par value	11/08/2016	S	700	D	\$ 430.36	7,823	D
					(10)		

\$0.01 per  
share

Common  
Stock, par  
value

11/08/2016

S

6,723

D

\$

431.28

1,100

D

\$0.01 per  
share

(11)

Common  
Stock, par  
value

11/08/2016

S

100

D

\$ 431.8

1,000

D

\$0.01 per  
share

Common  
Stock, par  
value

22,271

I

By  
spouse's  
trust

\$0.01 per  
share

Common  
Stock, par  
value

22,289

D

\$0.01 per  
share

Common  
Stock, par  
value

2,607

I

By  
children

\$0.01 per  
share

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 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	11/07/2016	M	20,000	11/06/2009 <sup>(12)</sup>	11/06/2018	Common Stock, par value \$0.01 per share	20,000
Stock Option (right to buy)	\$ 73.69	11/08/2016	M	10,067	11/06/2009 <sup>(12)</sup>	11/06/2018	Common Stock, par value \$0.01 per share	10,067

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONNELLY WILLIAM P 1900 POLARIS PARKWAY COLUMBUS, OH 43240			Executive Vice President	

## Signatures

James Bellerjeau, Attorney  
in Fact 11/09/2016

\_\_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 \$422.71 and \$423.60. 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 \$423.77 and \$424.60. 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 \$424.84 and \$425.78. 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 \$425.91 and \$426.88. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
  - (5) Represents the average sales price of multiple individual transactions at prices between \$426.93 and \$427.90. 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 \$427.94 and \$428.89. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
  - (7) Represents the average sales price of multiple individual transactions at prices between \$426.22 and \$427.20. 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 \$427.30 and \$428.22. 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) Represents the average sales price of multiple individual transactions at prices between \$428.37 and \$429.25. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
  - (10) Represents the average sales price of multiple individual transactions at prices between \$429.72 and \$430.65. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.

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- (11) Represents the average sales price of multiple individual transactions at prices between \$430.72 and \$431.60. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (12) 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.