

DONNELLY WILLIAM P

Form 4

November 15, 2017

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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(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)

COLUMBUS, OH 43240

(City)

(State)

(Zip)

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

11/13/2017

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

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

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	11/13/2017		M	3,000	A \$ 133	4,000	D
Common Stock, par value \$0.01 per share	11/13/2017		S	200	D \$ 621.31 (1)	3,800	D
Common Stock, par	11/13/2017		S	200	D \$	3,600	D
					625.65		

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value					(2)		
\$0.01 per share							
Common Stock, par value	11/13/2017	S	300	D	\$		
\$0.01 per share					<u>627.56</u>	3,300	D
					(3)		
Common Stock, par value	11/13/2017	S	700	D	\$		
\$0.01 per share					<u>628.27</u>	2,600	D
					(4)		
Common Stock, par value	11/13/2017	S	525	D	\$		
\$0.01 per share					<u>629.56</u>	2,075	D
					(5)		
Common Stock, par value	11/13/2017	S	977	D	\$		
\$0.01 per share					<u>630.88</u>	1,098	D
					(6)		
Common Stock, par value	11/13/2017	S	98	D	\$		
\$0.01 per share					<u>631.78</u>	1,000	D
Common Stock, par value	11/14/2017	M	7,000	A	\$	133	8,000
\$0.01 per share							D
Common Stock, par value	11/14/2017	S	5,100	D	\$		
\$0.01 per share					<u>630.34</u>	2,900	D
					(7)		
Common Stock, par value	11/14/2017	S	1,800	D	\$		
\$0.01 per share					<u>631.11</u>	1,100	D
					(8)		
Common Stock, par value	11/14/2017	S	100	D	\$		
					<u>632.07</u>	1,000	D

\$0.01 per
share

Common
Stock, par
value

20,788

I

By
spouse's
trust

\$0.01 per
share

Common
Stock, par
value

20,806 ⁽⁹⁾

I

By filer's
trust

\$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
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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 (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 Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 133	11/13/2017		M	3,000	11/03/2011 ⁽¹⁰⁾ 11/03/2020	Common Stock, par value \$0.01 per share 3,000
Stock Option (right to buy)	\$ 133	11/14/2017		M	7,000	11/03/2011 ⁽¹⁰⁾ 11/03/2020	Common Stock, par value \$0.01 per share 7,000

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

11/15/2017

__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 \$621.26 and \$621.35. 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 \$625.40 and \$625.91. 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 \$626.99 and \$627.90. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
 - (4) Represents the average sales price of multiple individual transactions at prices between \$628.04 and \$628.52. 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 \$629.06 and \$629.87. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
 - (6) Represents the average sales price of multiple individual transactions at prices between \$630.55 and \$631.51. 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 \$630.00 and \$630.97. 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 \$631.00 and \$631.44. 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) Filer no longer has a reportable interest in 2,607 shares of MTD common stock owned by his children and included in the reporting person's prior ownership reports.
 - (10) 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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