

DONNELLY WILLIAM P

Form 4

November 29, 2018

**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)  
11/27/2018

\_\_\_\_ 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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|--|--|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/27/2018                              |   | M                                    | 1,500   | A<br>\$<br>169.37  | 2,500  | D  |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/27/2018                              |   | S                                    | 500   | D<br>\$<br>603.05<br>(1)   | 2,000  | D  |
| Common<br>Stock, par                                 | 11/27/2018                              |   | S                                    | 500   | D<br>\$ 605  | 1,500  | D  |

value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

11/27/2018

S

500

D

\$ 606.1  
(2)

1,000

D

Common  
Stock, par  
value  
\$0.01 per  
share

11/28/2018

M

2,316

A

\$  
169.37

3,316

D

Common  
Stock, par  
value  
\$0.01 per  
share

11/28/2018

S

1,316

D

\$  
607.02  
(3)

2,000

D

Common  
Stock, par  
value  
\$0.01 per  
share

11/28/2018

S

1,000

D

\$  
608.25  
(4)

1,000

D

Common  
Stock, par  
value  
\$0.01 per  
share

20,372

I

By  
spouse's  
trust

Common  
Stock, par  
value  
\$0.01 per  
share

20,389

I

By filer's  
trust

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|---|--|---|---|--------------------------------------|--|--|---|

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| Security                             |           |            |      | Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     |       |                           |                    |  |  |
|--------------------------------------|-----------|------------|------|---|-----|-------|---------------------------|--------------------|--|--|
|                                      |           |            | Code | V   | (A) | (D)   | Date Exercisable          | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(right to<br>buy) | \$ 169.37 | 11/27/2018 | M    |   |     | 1,500 | 10/31/2013 <sup>(5)</sup> | 10/31/2022         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,500                                  |
| Stock<br>Option<br>(right to<br>buy) | \$ 169.37 | 11/28/2018 | M    |   |     | 2,316 | 10/31/2013 <sup>(5)</sup> | 10/31/2022         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 2,316                                  |

## Reporting Owners

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

## Signatures

James Bellerjeau, Attorney  
in Fact 11/29/2018

\_\_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).
- Represents the average sales price of multiple individual transactions at prices between \$603.00 and \$603.06. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
  - Represents the average sales price of multiple individual transactions at prices between \$606.00 and \$606.17. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
  - Represents the average sales price of multiple individual transactions at prices between \$607.00 and \$607.23. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
  - Represents the average sales price of multiple individual transactions at prices between \$608.00 and \$608.50. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
  - 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.