

de la Guerroniere Marc
Form 4
December 06, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
de la Guerroniere Marc

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

(Street)

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

12/03/2018

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

Head of Eur & NA Market Orgs.

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

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 (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	12/03/2018		M	6,245	A \$ 169.37	6,245	D
Common Stock, par value \$0.01 per share	12/03/2018		S	1,682	D \$ 640.38 (1)	4,563	D
	12/03/2018		S	960	D	3,603	D

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Common Stock, par value \$0.01 per share					\$ 641.56 (2)		
Common Stock, par value \$0.01 per share	12/03/2018	S	1,400	D	\$ 642.63 (3)	2,203	D
Common Stock, par value \$0.01 per share	12/03/2018	S	500	D	\$ 644.09 (4)	1,703	D
Common Stock, par value \$0.01 per share	12/03/2018	S	900	D	\$ 645.06 (5)	803	D
Common Stock, par value \$0.01 per share	12/03/2018	S	803	D	\$ 646.23 (6)	0	D
Common Stock, par value \$0.01 per share	12/04/2018	M	11,985	A	\$ 149.95	11,985	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 169.37	12/03/2018	M			6,245	10/31/2013 ⁽⁷⁾	10/31/2022	Common Stock, par value \$0.01 per share	6,245
Stock Option (right to buy)	\$ 149.95	12/04/2018	M			11,985	11/02/2012 ⁽⁷⁾	11/02/2021	Common Stock, par value \$0.01 per share	11,985

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
de la Gueroniere Marc IM LANGACHER 44 CH-8606 GREIFENSEE SWITZERLAND	Head of Eur & NA Market Orgs.

Signatures

James Bellerjeau, Attorney
in Fact 12/06/2018

__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).
- (1) Represents the average sales price of multiple individual transactions at prices between \$640.04 and \$640.82. 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 \$641.16 and \$642.08. 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 \$642.20 and \$642.99. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
 - (4) Represents the average sales price of multiple individual transactions at prices between \$643.57 and \$644.52. 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 \$644.76 and \$645.58. 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 \$645.94 and \$646.70. 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. 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.