METTLER TOLEDO INTERNATIONAL INC/

Form 4

February 12, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB 3235-0287 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

Estimated average

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DONNELLY WILLIAM P			2. Issuer Name and Ticker or Trading Symbol METTLER TOLEDO	5. Relationship of Reporting Person(s) to Issuer			
			INTERNATIONAL INC/ [MTD]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify			
1900 POLARIS PARKWAY		ΑY	02/10/2015	below) below) Executive Vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
COLUMBUS,	ОН 43240		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (4 and 3 (A) or	(D)	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	02/10/2015		Code V M	Amount 10,709	(D)	\$ 68.06	11,709	D	
Common Stock, par value \$0.01 per share	02/10/2015		S	10,709	D	\$ 303.29 (1)	1,000	D	
Common Stock, par	02/10/2015		M	1,100	A	\$ 68.06	2,100	D	

value \$0.01 per share								
Common Stock, par value \$0.01 per share	02/10/2015	S	1,100	D	\$ 304.16 (2)	1,000	D	
Common Stock, par value \$0.01 per share	02/10/2015	M	750	A	\$ 68.06	1,750	D	
Common Stock, par value \$0.01 per share	02/10/2015	S	750	D	\$ 305.39 (3)	1,000	D	
Common Stock, par value \$0.01 per share	02/10/2015	M	400	A	\$ 68.06	1,400	D	
Common Stock, par value \$0.01 per share	02/10/2015	S	400	D	\$ 306.5 (4)	1,000	D	
Common Stock, par value \$0.01 per share	02/11/2015	M	791	A	\$ 68.06	1,791	D	
Common Stock, par value \$0.01 per share	02/11/2015	S	791	D	\$ 304.5	1,000	D	
Common Stock, par value \$0.01 per share						22,557	I	By filer's trust
Common Stock, par value						22,539	I	By spouse's trust

\$0.01 per share Common Stock, par value \$0.01 per

share

2,607 I By children

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)	orDeri Secu Acqu or D (D)	uired (A) visposed of er. 3, 4,	ative Expiration Date ities (Month/Day/Year) red (A) posed of 3, 4,		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	\$ 68.06	02/10/2015		M		10,709	11/02/2007(5)	11/02/2016	Common Stock, par value \$0.01 per share	10,709
Stock Option (right to buy)	\$ 68.06	02/10/2015		M		1,100	11/02/2007(5)	11/02/2016	Common Stock, par value \$0.01 per share	1,100
Stock Option (right to buy)	\$ 68.06	02/10/2015		M		750	11/02/2007(5)	11/02/2016	Common Stock, par value \$0.01 per share	750
Stock Option (right to buy)	\$ 68.06	02/10/2015		M		400	11/02/2007 <u>(5)</u>	11/02/2016	Common Stock, par value \$0.01 per share	400

Stock Option (right to buy)	\$ 68.06	02/11/2015	M	791	11/02/2007(5)	11/02/2016	Common Stock, par value \$0.01 per share	791
							Silaic	

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 02/12/2015

**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 sale price of multiple individual transactions at prices between \$303.00 and \$303.71. 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 sale price of multiple individual transactions at prices between \$304.00 and \$304.66. 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 sale price of multiple individual transactions at prices between \$305.02 and \$305.73. 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 sale price of multiple individual transactions at prices between \$306.04 and \$306.71. 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 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.

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