

METTLER TOLEDO INTERNATIONAL INC/
 Form 4
 February 27, 2015

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Caratsch Thomas

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/25/2015

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Head of Laboratory

IM LANGACHER 44, CH-8606 GREIFENSEE

(Street)

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		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)
			Code	V				
Common Stock, par value \$0.01 per share	02/25/2015		M		4,000 A	\$ 112.37 4,770	D	
Common Stock, par value \$0.01 per share	02/25/2015		M		102 A	\$ 73.69 4,872	D	
	02/25/2015		S		4,002 D	870	D	

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Common Stock, par value \$0.01 per share					\$ 318.14 <u>(1)</u>		
Common Stock, par value \$0.01 per share	02/25/2015	S	100	D	\$ 317.5	770	D
Common Stock, par value \$0.01 per share	02/26/2015	M	1,243	A	\$ 73.69	2,013	D
Common Stock, par value \$0.01 per share	02/26/2015	S	1,243	D	\$ 316	770	D
Common Stock, par value \$0.01 per share	02/26/2015	M	2,255	A	\$ 73.69	3,025	D
Common Stock, par value \$0.01 per share	02/26/2015	S	2,255	D	\$ <u>316.6</u> <u>(2)</u>	770	D

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.

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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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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option (right to buy)	\$ 112.37	02/25/2015	M	4,000	01/03/2013 ⁽³⁾	01/03/2018	Common Stock, par value \$0.01 per share	4,000
Stock Option (right to buy)	\$ 73.69	02/25/2015	M	102	11/06/2009 ⁽⁴⁾	11/06/2018	Common Stock, par value \$0.01 per share	102
Stock Option (right to buy)	\$ 73.69	02/26/2015	M	1,243	11/06/2009 ⁽⁴⁾	11/06/2018	Common Stock, par value \$0.01 per share	1,243
Stock Option (right to buy)	\$ 73.69	02/26/2015	M	2,255	11/06/2009 ⁽⁴⁾	11/06/2018	Common Stock, par value \$0.01 per share	2,255

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caratsch Thomas IM LANGACHER 44 CH-8606 GREIFENSEE SWITZERLAND			Head of Laboratory	

Signatures

James Bellerjeau, Attorney
in Fact 02/27/2015

**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 \$318.00 and \$318.60. 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 sale price of multiple individual transactions at prices between \$316.50 and \$317.05. 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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- (3) The options fully vested on the fifth anniversary of the date of grant, upon the achievement of performance targets.
- (4) 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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