

METTLER TOLEDO INTERNATIONAL INC/
 Form 4
 May 19, 2016

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 *
 FILLIOL OLIVER A

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)
 05/17/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

SWITZERLAND

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	05/17/2016		M	7,700	A	\$ 105.11	23,979	D
Common Stock, par value \$0.01 per share	05/17/2016		S	7,700	D	\$ 365.19	16,279	D
	05/17/2016		M	2,700	A		18,979	D

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Common Stock, par value \$0.01 per share					\$ 105.11		
Common Stock, par value \$0.01 per share	05/17/2016	S	2,700	D	\$ 366.49 <u>(2)</u>	16,279	D
Common Stock, par value \$0.01 per share	05/17/2016	M	1,600	A	\$ 105.11	17,879	D
Common Stock, par value \$0.01 per share	05/17/2016	S	1,600	D	\$ 367.55 <u>(3)</u>	16,279	D
Common Stock, par value \$0.01 per share	05/17/2016	M	600	A	\$ 105.11	16,879	D
Common Stock, par value \$0.01 per share	05/17/2016	S	600	D	\$ 368.48 <u>(4)</u>	16,279	D
Common Stock, par value \$0.01 per share	05/17/2016	M	595	A	\$ 105.11	16,874	D
Common Stock, par value \$0.01 per share	05/17/2016	S	595	D	\$ 369.96 <u>(5)</u>	16,279	D
Common Stock, par value \$0.01 per share	05/17/2016	M	1,405	A	\$ 105.11	17,684	D
	05/17/2016	S	1,405	D		16,279	D

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Common Stock, par value \$0.01 per share					\$ 371.22			
					<u>(6)</u>			
Common Stock, par value \$0.01 per share	05/17/2016		M	400	A	\$ 105.11	16,679	D
Common Stock, par value \$0.01 per share	05/17/2016		S	400	D	\$ 371.75	16,279	D
						<u>(7)</u>		

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 105.11	05/17/2016		M	7,700	11/01/2008 ⁽⁸⁾	11/01/2017	Common Stock, par value \$0.01 per share	7,700
Stock Option (right to buy)	\$ 105.11	05/17/2016		M	2,700	11/01/2008 ⁽⁸⁾	11/01/2017	Common Stock, par value \$0.01 per share	2,700
	\$ 105.11	05/17/2016		M	1,600	11/01/2008 ⁽⁸⁾	11/01/2017		1,600

Stock Option (right to buy)								Common Stock, par value \$0.01 per share	
Stock Option (right to buy)	\$ 105.11	05/17/2016	M	600	11/01/2008 ⁽⁸⁾	11/01/2017		Common Stock, par value \$0.01 per share	600
Stock Option (right to buy)	\$ 105.11	05/17/2016	M	595	11/01/2008 ⁽⁸⁾	11/01/2017		Common Stock, par value \$0.01 per share	595
Stock Option (right to buy)	\$ 105.11	05/17/2016	M	1,405	11/01/2008 ⁽⁸⁾	11/01/2017		Common Stock, par value \$0.01 per share	1,405
Stock Option (right to buy)	\$ 105.11	05/17/2016	M	400	11/01/2008 ⁽⁸⁾	11/01/2017		Common Stock, par value \$0.01 per share	400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FILLIOL OLIVER A IM LANGACHER 44 CH-8606 GREIFENSEE SWITZERLAND	X		President and CEO	

Signatures

James Bellerjeau, Attorney
in Fact 05/19/2016

**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 \$365.00 and \$365.79. 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)

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Represents the average sales price of multiple individual transactions at prices between \$366.09 and \$367.06. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.

- (3) Represents the average sales price of multiple individual transactions at prices between \$367.32 and \$367.91. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (4) Represents the average sales price of multiple individual transactions at prices between \$368.23 and \$369.09. 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 \$369.71 and \$370.47. 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 \$370.71 and \$371.57. 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 \$371.75 and \$371.76. 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) 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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