

METTLER TOLEDO INTERNATIONAL INC/
 Form 4
 March 04, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/02/2016

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Head of Eur & NA Market Orgs.

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 (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	03/02/2016		M	1,995	A	\$ 90.76	13,445	D
Common Stock, par value \$0.01 per share	03/02/2016		S	1,995	D	\$ 325.52	11,450	D
	03/02/2016		M	2,486	A	\$ 90.76	13,936	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	03/02/2016	S	2,486	D	\$ 326.42 <u>(2)</u>	11,450	D
Common Stock, par value \$0.01 per share	03/02/2016	M	1,300	A	\$ 90.76	12,750	D
Common Stock, par value \$0.01 per share	03/02/2016	S	1,300	D	\$ 327.56 <u>(3)</u>	11,450	D
Common Stock, par value \$0.01 per share	03/02/2016	M	1,400	A	\$ 90.76	12,850	D
Common Stock, par value \$0.01 per share	03/02/2016	S	1,400	D	\$ 328.72 <u>(4)</u>	11,450	D
Common Stock, par value \$0.01 per share	03/02/2016	M	581	A	\$ 90.76	12,031	D
Common Stock, par value \$0.01 per share	03/02/2016	S	581	D	\$ 329.93 <u>(5)</u>	11,450	D

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

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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)	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)	\$ 90.76	03/02/2016		M	1,995	10/28/2010 ⁽⁶⁾	10/28/2019	Common Stock, par value \$0.01 per share	1,995
Stock Option (right to buy)	\$ 90.76	03/02/2016		M	2,486	10/28/2010 ⁽⁶⁾	10/28/2019	Common Stock, par value \$0.01 per share	2,486
Stock Option (right to buy)	\$ 90.76	03/02/2016		M	1,300	10/28/2010 ⁽⁶⁾	10/28/2019	Common Stock, par value \$0.01 per share	1,300
Stock Option (right to buy)	\$ 90.76	03/02/2016		M	1,400	10/28/2010 ⁽⁶⁾	10/28/2019	Common Stock, par value \$0.01 per share	1,400
Stock Option (right to buy)	\$ 90.76	03/02/2016		M	581	10/28/2010 ⁽⁶⁾	10/28/2019	Common Stock, par value \$0.01 per share	581

Reporting Owners

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

CH-8606 GREIFENSEE
SWITZERLAND

Signatures

James Bellerjeau, Attorney
in Fact

03/04/2016

__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 sale price of multiple individual transactions at prices between \$325.00 and \$325.85. 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 \$326.03 and \$327.01. 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 \$327.15 and \$328.04. 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 \$328.36 and \$329.21. 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 sale price of multiple individual transactions at prices between \$329.61 and \$330.01. 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) 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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