

METTLER TOLEDO INTERNATIONAL INC/

Form 4

November 14, 2014

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 *
Rauch Waldemar

(Last) (First) (Middle)

IM LANGACHER 44, CH-8606
GREIFENSEE

(Street)

2. Issuer Name and Ticker or Trading
Symbol

METTLER TOLEDO
INTERNATIONAL INC/ [MTD]

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

11/12/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Head of Process Analytics

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 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	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/12/2014		M		2,800	A	\$ 47.95 13,763
Common Stock, par value \$0.01 per share	11/12/2014		S		2,800	D	\$ 283.89 10,963
	11/12/2014		M		1,500	A	\$ 47.95 12,463

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/12/2014	S	1,500	D	\$ 284.91 (2)	10,963	D
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Common
Stock, par
value
\$0.01 per
share

11/12/2014	M	600	A	\$ 47.95	11,563	D
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Common
Stock, par
value
\$0.01 per
share

11/12/2014	S	600	D	\$ 286.66 (3)	10,963	D
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Common
Stock, par
value
\$0.01 per
share

11/12/2014	M	100	A	\$ 47.95	11,063	D
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Common
Stock, par
value
\$0.01 per
share

11/12/2014	S	100	D	\$ 287.33	10,963	D
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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)	\$ 47.95	11/12/2014	M	2,800	10/28/2005 ⁽⁴⁾	04/28/2015	Common Stock, par value \$0.01 per share	2,800
Stock Option (right to buy)	\$ 47.95	11/12/2014	M	1,500	10/28/2005 ⁽⁴⁾	04/28/2015	Common Stock, par value \$0.01 per share	1,500
Stock Option (right to buy)	\$ 47.95	11/12/2014	M	600	10/28/2005 ⁽⁴⁾	04/28/2015	Common Stock, par value \$0.01 per share	600
Stock Option (right to buy)	\$ 47.95	11/12/2014	M	100	10/28/2005 ⁽⁴⁾	04/28/2015	Common Stock, par value \$0.01 per share	100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rauch Waldemar IM LANGACHER 44 CH-8606 GREIFENSEE SWITZERLAND	Head of Process Analytics

Signatures

James Bellerjeau, Attorney
in Fact 11/14/2014

__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 \$283.29 and \$284.27. 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 \$284.44 and \$285.20. 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) Represents the average sales price of multiple individual transactions at prices between \$286.22 and \$287.13. 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) 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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