

METTLER TOLEDO INTERNATIONAL INC/

Form 4

November 14, 2016

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FILLIOL OLIVER A

(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)  
11/09/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2016                              |                                                             | M                                    | 15,000                                                                  | A<br>\$<br>112.37                                                                                                  | 31,279                                                                  | D                                                                 |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2016                              |                                                             | S                                    | 1,594                                                                   | D<br>\$<br>425.19<br>(1)                                                                                           | 29,685                                                                  | D                                                                 |
|                                                      | 11/09/2016                              |                                                             | S                                    | 3,772                                                                   | D                                                                                                                  | 25,913                                                                  | D                                                                 |

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|                                                      |            |   |       |   |                     |        |   |
|------------------------------------------------------|------------|---|-------|---|---------------------|--------|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |   |       |   | \$<br>426.04<br>(2) |        |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2016 | S | 4,696 | D | \$<br>427.37<br>(3) | 21,217 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2016 | S | 1,700 | D | \$ 428.3<br>(4)     | 19,517 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2016 | S | 2,838 | D | \$<br>429.55<br>(5) | 16,679 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11/09/2016 | S | 400   | D | \$<br>430.26<br>(6) | 16,279 | 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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                      |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                                    | Expiration<br>Date | Title                | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option                                     | \$ 112.37                                                             | 11/09/2016                              |                                                             | M                                       |                                                                                                              | 15,000                                                         |     | 01/03/2013 <sup>(7)</sup>                                           | 01/03/2018         | Common<br>Stock, par | 15,000                              |

(right to  
buy)

value  
\$0.01 per  
share

## Reporting Owners

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

## Signatures

James Bellerjeau, Attorney  
in Fact

11/14/2016

\_\_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 \$424.58 and \$425.55. 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 \$425.61 and \$426.58. 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 \$426.81 and \$427.80. 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 \$427.81 and \$428.66. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (5) Represents the average sales price of multiple individual transactions at prices between \$428.97 and \$429.95. 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 \$429.97 and \$430.57. 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) The options vested on the fifth 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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