

DONNELLY WILLIAM P

Form 4

November 20, 2018

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 *
DONNELLY WILLIAM P

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)
1900 POLARIS PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

COLUMBUS, OH 43240

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

(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) | (A) or (D) | 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) |
|--|---|---|--------------------------------------|---|------------------|--|--|---|
| Common Stock, par value \$0.01 per share | 11/16/2018 | | M | 2,000 | A | \$ 169.37 3,000 | D | |
| Common Stock, par value \$0.01 per share | 11/16/2018 | | S | 500 | D | \$ 595 2,500 | D | |
| Common Stock, par | 11/16/2018 | | S | 500 | D | \$ 596 2,000 | D | |

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/16/2018

S

1,000

D

\$ 600

1,000

D

Common
Stock, par
value
\$0.01 per
share

11/19/2018

M

500

A

\$
169.37

1,500

D

Common
Stock, par
value
\$0.01 per
share

11/19/2018

S

500

D

\$ 600

1,000

D

Common
Stock, par
value
\$0.01 per
share

20,372

I

By
spouse's
trust

Common
Stock, par
value
\$0.01 per
share

20,389

I

By filer's
trust

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) | | |
|---|--|---|---|--------------------------------------|---|--|---|-------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or |

| | | | | | | | | Number of Shares |
|--------------------------------------|-----------|------------|---|-------|---------------------------|------------|--|------------------------|
| Stock Option (right to buy) | \$ 169.37 | 11/16/2018 | M | 2,000 | 10/31/2013 ⁽¹⁾ | 10/31/2022 | Common Stock, par value \$0.01 per share | 2,000 |
| Stock Option (right to buy) | \$ 169.37 | 11/19/2018 | M | 500 | 10/31/2013 ⁽¹⁾ | 10/31/2022 | Common Stock, par value \$0.01 per share | 500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DONNELLY WILLIAM P 1900 POLARIS PARKWAY COLUMBUS, OH 43240 | | | Executive Vice President | |

Signatures

James Bellerjeau, Attorney
in Fact 11/20/2018

__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) 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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