

FILLIOL OLIVER A
 Form 4
 May 24, 2013

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/22/2013

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

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)
 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	05/22/2013		M	2,500	A	\$ 37.56	18,779	D
Common Stock, par value \$0.01 per share	05/22/2013		S	2,500	D	\$ 220.26	16,279	D
	05/22/2013		M	1,000	A	\$ 37.56	17,279	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

05/22/2013	S	1,000	D	\$ 221.54 <u>(2)</u>	16,279	D
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Common
Stock, par
value
\$0.01 per
share

05/22/2013	M	498	A	\$ 37.56	16,777	D
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Common
Stock, par
value
\$0.01 per
share

05/22/2013	S	498	D	\$ 222.1	16,279	D
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Common
Stock, par
value
\$0.01 per
share

05/22/2013	M	6,002	A	\$ 37.56	22,281	D
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Common
Stock, par
value
\$0.01 per
share

05/22/2013	S	6,002	D	\$ 223.9 <u>(3)</u>	16,279	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)	\$ 37.56	05/22/2013	M		2,500	08/27/2004 ⁽⁴⁾	02/27/2014	Common Stock, par value \$0.01 per share	2,500
Stock Option (right to buy)	\$ 37.56	05/22/2013	M		1,000	08/27/2004 ⁽⁴⁾	02/27/2014	Common Stock, par value \$0.01 per share	1,000
Stock Option (right to buy)	\$ 37.56	05/22/2013	M		498	08/27/2004 ⁽⁴⁾	02/27/2014	Common Stock, par value \$0.01 per share	498
Stock Option (right to buy)	\$ 37.56	05/22/2013	M		6,002	08/27/2004 ⁽⁴⁾	02/27/2014	Common Stock, par value \$0.01 per share	6,002

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 05/24/2013

**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 \$219.85 and \$220.60. 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 \$221.00 and \$222.07. 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 \$223.50 and \$224.37. 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 vest annually in five equal installments beginning on the first anniversary of the date of grant. In addition, all the options vest fully upon certain events, including the merger, consolidation or change in control of the company.

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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