

METTLER TOLEDO INTERNATIONAL INC/
 Form 4
 July 31, 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 *
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)
07/29/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

COLUMBUS, OH 43240
 (City) (State) (Zip)

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

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)
Common Stock, par value \$0.01 per share	07/29/2013		M	368 A	\$ 47.95 47,221	D	
Common Stock, par value \$0.01 per share	07/29/2013		S	368 D	\$ 219.7 46,853	D	
Common Stock, par	07/29/2013		M	2,500 A	\$ 47.95 49,353	D	

value \$0.01 per share								
Common Stock, par value \$0.01 per share	07/29/2013	S	2,500	D	\$ 221.08 (1)	46,853		D
Common Stock, par value \$0.01 per share	07/29/2013	M	1,000	A	\$ 47.95	47,853		D
Common Stock, par value \$0.01 per share	07/29/2013	S	1,000	D	\$ 222	46,853		D
Common Stock, par value \$0.01 per share	07/30/2013	M	4,132	A	\$ 47.95	50,985		D
Common Stock, par value \$0.01 per share	07/30/2013	S	4,132	D	\$ 221.12 (2)	46,853		D
Common Stock, par value \$0.01 per share						3,478		I By children

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security			Disposed of		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(D)	(Instr. 3, 4, and 5)				
	Code	V	(A)	(D)				
Stock Option (right to buy)					10/28/2005 ⁽³⁾	10/28/2014	Common Stock, par value \$0.01 per share	368
	\$ 47.95		07/29/2013	M				
Stock Option (right to buy)					10/28/2005 ⁽³⁾	10/28/2014	Common Stock, par value \$0.01 per share	2,500
	\$ 47.95		07/29/2013	M				
Stock Option (right to buy)					10/28/2005 ⁽³⁾	10/28/2014	Common Stock, par value \$0.01 per share	1,000
	\$ 47.95		07/29/2013	M				
Stock Option (right to buy)					10/28/2005 ⁽³⁾	10/28/2014	Common Stock, par value \$0.01 per share	4,132
	\$ 47.95		07/30/2013	M				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONNELLY WILLIAM P 1900 POLARIS PARKWAY COLUMBUS, OH 43240			Chief Financial Officer	

Signatures

James Bellerjeau, Attorney
in Fact
07/31/2013

**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)

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Represents the average sale price of multiple individual transactions at prices between \$221.00 and \$221.30. 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 \$220.90 and \$221.58. 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) The options vest 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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