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METTLER TOLEDO INTERNATIONAL INC/

Form 4

February 13, 2014

FORM 4 LINUTED STATES SECURITIES AND EVOLANCE COMMISSION								OMB APPROVAL		
	UNITED	STATES			AND EXCHANGI , D.C. 20549	E CO	MMISSION	OMB Number:	3235-0287	
Check the if no lon	ger	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							January 31, 2005	
subject t Section Form 4 o	16.								verage s per	
Form 5 obligations may continue. See Instruction 1(b). 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 A	2. Issuer Name and Ticker or Trading Symbol METTLER TOLEDO				5. Relationship of Reporting Person(s) to Issuer					
		INTERNATIONAL INC/ [MTD]				(Check all applicable)				
(Last)	(First) (M	Middle)	3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner Officer (give title Other (specify			
1900 POLARIS PARKWAY			02/11/2			be	below) below) Executive Vice President			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
COLUMBU	US, OH 43240					Pe	erson	ore than One Rej	Joining	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities	Acquir	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution		3. Transaction Code (Instr. 8)	4. Securities Acquire on(A) or Disposed of (I (Instr. 3, 4 and 5)	(D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock, par value \$0.01 per share	02/11/2014		M	1,000	A	\$ 52.37	47,453	D	
Common Stock, par value \$0.01 per share	02/11/2014		S	1,000	D	\$ 252.25 (1)	46,453	D	
Common Stock, par	02/11/2014		M	500	A	\$ 52.37	46,953	D	

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	02/11/2014	S	500	D	\$ 253.16 (2)	46,453	D	
Common Stock, par value \$0.01 per share	02/11/2014	M	4,250	A	\$ 52.37	50,703	D	
Common Stock, par value \$0.01 per share	02/11/2014	S	4,250	D	\$ 254.78 (3)	46,453	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.

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 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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to	\$ 52.37	02/11/2014		M	1,000	11/03/2006(4)	11/03/2015	Common Stock, par value	1,000

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buy)							\$0.01 per share	
Stock Option (right to buy)	\$ 52.37	02/11/2014	M	500	11/03/2006(4)	11/03/2015	Common Stock, par value \$0.01 per share	500
Stock Option (right to buy)	\$ 52.37	02/11/2014	M	4,250	11/03/2006(4)	11/03/2015	Common Stock, par value \$0.01 per share	4,250

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 02/13/2014

**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 sale price of multiple individual transactions at prices between \$252.00 and \$252.53. 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 \$253.02 and \$253.20. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (3) Represents the average sale price of multiple individual transactions at prices between \$254.25 and \$255.25. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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