DONNELLY WILLIAM P

Form 4

February 12, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

2005

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires:

OMB APPROVAL

subject to Section 16. Form 4 or

SECURITIES

Estimated average burden hours per response...

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DONNELLY WILLIAM P

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

METTLER TOLEDO

INTERNATIONAL INC/ [MTD]

8,612 A \$47.95 55,465

(Check all applicable)

(Last)

share

Common

Stock, par

02/08/2013

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

_X__ Officer (give title below)

10% Owner Other (specify

1900 POLARIS PARKWAY

(Month/Day/Year)

Chief Financial Officer

02/08/2013

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

COLUMBUS, OH 43240

(City)	(State)	(Zip) Tabl	le I - Non-E	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (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	02/08/2013		M	4,888	A	\$ 47.95	51,741	D	
Common Stock, par value \$0.01 per	02/08/2013		S	4,888	D	\$ 221.37	46,853	D	

M

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	02/08/2013	S	8,612	D	\$ 221.99 (2)	46,853	D	
Common Stock, par value \$0.01 per share	02/11/2013	M	2,000	A	\$ 47.95	48,853	D	
Common Stock, par value \$0.01 per share	02/11/2013	S	2,000	D	\$ 218.53 (3)	46,853	D	
Common Stock, par value \$0.01 per share	02/11/2013	M	500	A	\$ 47.95	47,353	D	
Common Stock, par value \$0.01 per share	02/11/2013	S	500	D	\$ 220	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)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		
	Derivative				(A) or		

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	Security				(D)	osed of : 3, 4,				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 47.95	02/08/2013	M			4,888	10/28/2005 <u>(4)</u>	10/28/2014	Common Stock, par value \$0.01 per share	4,888
Stock Option (right to buy)	\$ 47.95	02/08/2013	M			8,612	10/28/2005(4)	10/28/2014	Common Stock, par value \$0.01 per share	8,612
Stock Option (right to buy)	\$ 47.95	02/11/2013	М			2,500	10/28/2005(4)	10/28/2014	Common Stock, par value \$0.01 per share	2,500

Reporting Owners

Reporting Owner Name / Address	onships
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Director 10% Owner Officer Other

DONNELLY WILLIAM P 1900 POLARIS PARKWAY COLUMBUS, OH 43240

Chief Financial Officer

Signatures

James Bellerjeau, Attorney in Fact 02/12/2013

**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 sale price of multiple individual transactions at prices between \$220.72 and \$221.71. 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 \$221.72 and \$222.18. 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 \$218.16 and \$219.00. 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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(4) The options vest annually in five equal installments beginning on the first anniversary of the date of grant.

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