

METTLER TOLEDO INTERNATIONAL INC/  
 Form 4  
 November 14, 2014

**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 \*  
 Rauch Waldemar

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)  
 11/12/2014

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Head of Process Analytics

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	11/12/2014		M	2,800	A	\$ 47.95	13,763	D
Common Stock, par value \$0.01 per share	11/12/2014		S	2,800	D	\$ 283.89	10,963	D
	11/12/2014		M	1,500	A	\$ 47.95	12,463	D

Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	11/12/2014	S	1,500	D	\$ 284.91 <u>(2)</u>	10,963	D
Common Stock, par value \$0.01 per share	11/12/2014	M	600	A	\$ 47.95	11,563	D
Common Stock, par value \$0.01 per share	11/12/2014	S	600	D	\$ 286.66 <u>(3)</u>	10,963	D
Common Stock, par value \$0.01 per share	11/12/2014	M	100	A	\$ 47.95	11,063	D
Common Stock, par value \$0.01 per share	11/12/2014	S	100	D	\$ 287.33	10,963	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
--------------------------------------------	--------------------------------------------------------	--------------------------------------	----------------------------------------------------	--------------------------------	-----------------------------------------------------------------------------------------	----------------------------------------------------------	---------------------------------------------------------------

					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V (A)	(D)				
Stock Option (right to buy)	\$ 47.95	11/12/2014	M		2,800	10/28/2005 <sup>(4)</sup>	04/28/2015	Common Stock, par value \$0.01 per share	2,800
Stock Option (right to buy)	\$ 47.95	11/12/2014	M		1,500	10/28/2005 <sup>(4)</sup>	04/28/2015	Common Stock, par value \$0.01 per share	1,500
Stock Option (right to buy)	\$ 47.95	11/12/2014	M		600	10/28/2005 <sup>(4)</sup>	04/28/2015	Common Stock, par value \$0.01 per share	600
Stock Option (right to buy)	\$ 47.95	11/12/2014	M		100	10/28/2005 <sup>(4)</sup>	04/28/2015	Common Stock, par value \$0.01 per share	100

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rauch Waldemar IM LANGACHER 44 CH-8606 GREIFENSEE SWITZERLAND			Head of Process Analytics	

## Signatures

James Bellerjeau, Attorney  
in Fact

11/14/2014

\*\*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 sales price of multiple individual transactions at prices between \$283.29 and \$284.27. 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 \$284.44 and \$285.20. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.

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- (3) Represents the average sales price of multiple individual transactions at prices between \$286.22 and \$287.13. 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.

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