

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>DONNELLY WILLIAM P</u> <hr/> (Last) (First) (Middle) 1900 POLARIS PARKWAY <hr/> (Street) COLUMBUS OH 43240 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>METTLER TOLEDO INTERNATIONAL INC/ [MTD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	02/12/2018		M		3,500	A	\$133	4,500	D	
Common Stock, par value \$0.01 per share	02/12/2018		S		500	D	\$609	4,000	D	
Common Stock, par value \$0.01 per share	02/12/2018		S		1,500	D	\$610.05 ⁽¹⁾	2,500	D	
Common Stock, par value \$0.01 per share	02/12/2018		S		1,000	D	\$612.25 ⁽²⁾	1,500	D	
Common Stock, par value \$0.01 per share	02/12/2018		S		500	D	\$616	1,000	D	
Common Stock, par value \$0.01 per share	02/13/2018		M		6,000	A	\$133	7,000	D	
Common Stock, par value \$0.01 per share	02/13/2018		S		500	D	\$605	6,500	D	
Common Stock, par value \$0.01 per share	02/13/2018		S		500	D	\$607	6,000	D	
Common Stock, par value \$0.01 per share	02/13/2018		S		1,000	D	\$610	5,000	D	
Common Stock, par value \$0.01 per share	02/13/2018		S		1,000	D	\$612	4,000	D	
Common Stock, par value \$0.01 per share	02/13/2018		S		500	D	\$613.03 ⁽³⁾	3,500	D	
Common Stock, par value \$0.01 per share	02/13/2018		S		1,000	D	\$614.9 ⁽⁴⁾	2,500	D	
Common Stock, par value \$0.01 per share	02/13/2018		S		1,500	D	\$616.47 ⁽⁵⁾	1,000	D	
Common Stock, par value \$0.01 per share	02/14/2018		M		605	A	\$133	1,605	D	
Common Stock, par value \$0.01 per share	02/14/2018		S		605	D	\$615	1,000	D	
Common Stock, par value \$0.01 per share								20,372	I	By spouse's trust

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share								20,389	I	By filer's trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)						Date Exercisable
Stock Option (right to buy)	\$133	02/12/2018		M		3,500	11/03/2011 ⁽⁶⁾	11/03/2020	Common Stock, par value \$0.01 per share	3,500	\$0	6,605	D	
Stock Option (right to buy)	\$133	02/13/2018		M		6,000	11/03/2011 ⁽⁶⁾	11/03/2020	Common Stock, par value \$0.01 per share	6,000	\$0	605	D	
Stock Option (right to buy)	\$133	02/14/2018		M		605	11/03/2011 ⁽⁶⁾	11/03/2020	Common Stock, par value \$0.01 per share	605	\$0	0	D	

Explanation of Responses:

1. Represents the average sales price of multiple individual transactions at prices between \$610.00 and \$610.31. 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 \$612.00 and \$612.50. 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 sales price of multiple individual transactions at prices between \$613.00 and \$613.08. 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. Represents the average sales price of multiple individual transactions at prices between \$614.50 and \$615.00. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
5. Represents the average sales price of multiple individual transactions at prices between \$616.02 and \$617.00. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
6. The options vested annually in five equal installments beginning on the first anniversary of the date of grant.

Remarks:

James Bellerjeau, Attorney in Fact 02/14/2018

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.