

METTLER TOLEDO INTERNATIONAL INC/  
 Form 4  
 March 09, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**DICKSON JOHN T**

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)  
**03/05/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**20544 LOMITA AVENUE**

(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

**SARATOGA, CA 95070**

(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	03/05/2009		M	1,000	A	\$ 32.375	3,809 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	03/05/2009		S	1,000	D	\$ 48.028	2,809 <sup>(1)</sup>	D
Common Stock, par	03/05/2009		M	3,000	A	\$ 46.375	5,809 <sup>(1)</sup>	D

value \$0.01 per share							
Common Stock, par value \$0.01 per share	03/05/2009	S	3,000	D	\$ 47.8377	2,809 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	03/05/2009	M	3,000	A	\$ 45.91	5,809 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	03/05/2009	S	3,000	D	\$ 47.8897	2,809 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	03/05/2009	M	3,000	A	\$ 33.23	5,809 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	03/05/2009	S	3,000	D	\$ 47.9783	2,809 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	03/05/2009	M	3,000	A	\$ 37.56	5,809 <sup>(1)</sup>	D
Common Stock, par value \$0.01 per share	03/05/2009	S	3,000	D	\$ 47.8933	2,809 <sup>(1)</sup>	D

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)**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 32.375	03/05/2009		M	1,000	02/02/2001 <sup>(2)</sup>	02/02/2010	Common stock, par value \$0.01 per share	1,000
Stock Option (right to buy)	\$ 46.375	03/05/2009		M	3,000	11/01/2001 <sup>(2)</sup>	11/01/2010	Common stock, par value \$0.01 per share	3,000
Stock Option (right to buy)	\$ 45.91	03/05/2009		M	3,000	10/31/2002 <sup>(2)</sup>	10/31/2011	Common stock, par value \$0.01 per share	3,000
Stock Option (right to buy)	\$ 33.23	03/05/2009		M	3,000	11/07/2003 <sup>(2)</sup>	11/07/2012	Common stock, par value \$0.01 per share	3,000
Stock Option (right to buy)	\$ 37.56	03/05/2009		M	3,000	08/27/2004 <sup>(2)</sup>	08/27/2013	Common stock, par value \$0.01 per share	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DICKSON JOHN T 20544 LOMITA AVENUE SARATOGA, CA 95070	X			

## Signatures

James Bellerjeau, Power of  
Attorney

03/09/2009

\_\_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) 900 shares in the total are shares underlying restricted stock units (vested and unvested).

(2) 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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