

DONNELLY WILLIAM P  
Form 4  
February 14, 2012

**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 \*  
DONNELLY WILLIAM P

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)  
1900 POLARIS PARKWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/10/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

COLUMBUS, OH 43240  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.01 per share | 02/10/2012                           |  | M                              | 1,000 A   | \$ 37.56 48,403   | D  |                                   |
| Common Stock, par value \$0.01 per share | 02/10/2012                           |  | S                              | 1,000 D   | \$ 180 47,403   | D  |                                   |
| Common Stock, par                        | 02/13/2012                           |  | M                              | 11,000 A  | \$ 37.56 58,403   | D  |                                   |

value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

02/13/2012 M 950 A \$ 37.56 59,353 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/13/2012 S 8,950 D \$ 181.8  
(1) 50,403 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/13/2012 S 3,000 D \$  
182.45 47,403 D  
(2)

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.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right to buy)                | \$ 37.56   | 02/10/2012                           |  | M                              | 1,000   | 08/27/2004 <sup>(3)</sup> 08/27/2013                     | Common Stock, par value \$0.01 per                            |

| Instrument                  | Exercise Price | Expiration Date | Relationship | Shares | Grant Date                | Termination Date | Share Class                              | Par Value | Total Shares |
|-----------------------------|----------------|-----------------|--------------|--------|---------------------------|------------------|--|-----------|--------------|
| Stock Option (right to buy) | \$ 37.56       | 02/13/2012      | M            | 11,000 | 08/27/2004 <sup>(4)</sup> | 08/27/2013       | Common Stock, par value \$0.01 per share |           | 11,000       |
| Stock Option (right to buy) | \$ 37.56       | 02/13/2012      | M            | 950    | 08/27/2004 <sup>(3)</sup> | 08/27/2013       | Common Stock, par value \$0.01 per share |           | 950          |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| DONNELLY WILLIAM P<br>1900 POLARIS PARKWAY<br>COLUMBUS, OH 43240 |               |           | Chief Financial Officer |       |

## Signatures

James Bellerjeau, Attorney in Fact 02/14/2012

\_\_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 \$181.25 and \$182.20. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (2) Represents the average sale price of multiple individual transactions at prices between \$182.30 and \$182.56. 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) The options vested annually in two equal installments beginning on the first anniversary of the date of grant.
- (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.