

DONNELLY WILLIAM P

Form 4

December 10, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)  
12/08/2009

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

COLUMBUS, OH 43240

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|--|
|  |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)  | Price  |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 12/08/2009                              |   | M                                    |   | 11,500   | A   | \$ 46.375 62,777   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 12/08/2009                              |   | S                                    |   | 11,500   | D   | \$ 97.5436 51,277  |
| Common<br>Stock, par                                 | 12/09/2009                              |   | M                                    |   | 13,500   | A   | \$ 46.375 64,777   |

value  
\$0.01 per  
share

Common  
Stock, par

|       |            |   |        |   |    |         |        |   |
|-------|------------|---|--------|---|----|---------|--------|---|
| value | 12/09/2009 | S | 13,500 | D | \$ | 96.5105 | 51,277 | D |
|-------|------------|---|--------|---|----|---------|--------|---|

\$0.01 per  
share

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Stock<br>Option<br>(right to<br>buy)                | \$ 46.375  | 12/08/2009                              |   | M                                    | 11,500   | 11/01/2001 <sup>(1)</sup> 05/01/2011                           | Common<br>Stock, par<br>value \$0.01 per<br>share 11,500            |
| Stock<br>Option<br>(right to<br>buy)                | \$ 46.375  | 12/09/2009                              |   | M                                    | 13,500   | 11/01/2001 <sup>(1)</sup> 05/01/2011                           | Common<br>Stock, par<br>value \$0.01 per<br>share 13,500            |

## Reporting Owners

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

## Signatures

James Bellerjeau, Attorney  
in Fact

12/10/2009

\_\_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) 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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