

SPOERRY ROBERT F  
Form 4  
November 30, 2005

**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 \*  
SPOERRY ROBERT F

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)  
11/28/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

IM LANGACHER, 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/28/2005		M <sup>(1)</sup>		10,000	A	\$ 7.95
					356,826		
Common Stock, par value \$0.01 per share	11/28/2005		S <sup>(1)</sup>		10,000	D	\$ 57.0993
					346,826		
	11/28/2005		M <sup>(1)</sup>		10,000	A	\$ 7.95
					356,826		

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Common Stock, par value \$0.01 per share								
Common Stock, par value \$0.01 per share	11/28/2005	S <sup>(1)</sup>	10,000	D	\$ 56.9102	346,826	D	
Common Stock, par value \$0.01 per share	11/29/2005	M <sup>(1)</sup>	15,000	A	\$ 7.95	361,826	D	
Common Stock, par value \$0.01 per share	11/29/2005	S <sup>(1)</sup>	15,000	D	\$ 56.8951	346,826	D	
Common Stock, par value \$0.01 per share	11/29/2005	M <sup>(1)</sup>	10,000	A	\$ 7.95	356,826	D	
Common Stock, par value \$0.01 per share	11/29/2005	S <sup>(1)</sup>	10,000	D	\$ 57.0673	346,826	D	
Common Stock, par value \$0.01 per share						17,778 <sup>(2)</sup>	I	Held by spouse

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 7.95	11/28/2005	M	10,000					10/15/1997 <sup>(3)</sup>	10/15/2006	Common Stock, par value \$0.01 per share	10,000
Stock Option (right to buy)	\$ 7.95	11/28/2005	M	10,000					10/15/1997 <sup>(3)</sup>	10/15/2006	Common Stock, par value \$0.01 per share	10,000
Stock Option (right to buy)	\$ 7.95	11/29/2005	M	15,000					10/15/1997 <sup>(3)</sup>	10/15/2006	Common Stock, par value \$0.01 per share	15,000
Stock Option (right to buy)	\$ 7.95	11/29/2005	M	10,000					10/15/1997 <sup>(3)</sup>	10/15/2006	Common Stock, par value \$0.01 per share	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPOERRY ROBERT F IM LANGACHER CH-8606 GREIFENSEE SWITZERLAND	X		Chairman, President and CEO	

## Signatures

James Bellerjeau, Attorney  
in Fact

11/30/2005

\*\*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).

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- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2005.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) The options vested annually in five equal installments beginning on October 15, 1997.

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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