DONNELLY WILLIAM P
Form 4
May 10, 2011

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DONNELLY WILLIAM P

(Last) (First) (Middle)

1900 POLARIS PARKWAY

(Street)

COLUMBUS, OH 43240

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
METTLER TOLEDO INTERNATIONAL INC/ [MTD]

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	05/06/2011		M		500	A	$ 45.91	51,777	D	
Common Stock, par value $0.01 per share	05/06/2011		S		500	D	$ 175	51,277	D	
Common Stock, par	05/06/2011		M		2,500	A	$ 45.91	53,777	D	

value $0.01 per share								
Common Stock, par value $0.01 per share	05/06/2011	S	2,500	D	$ 177.79 (1)	51,277	D	
Common Stock, par value $0.01 per share	05/09/2011	M	5,500	A	$ 45.91	56,777	D	
Common Stock, par value $0.01 per share	05/09/2011	S	5,500	D	$ 174.96 (2)	51,277	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	$ 45.91	05/06/2011		M		500		10/31/2002(3)	04/30/2012	Common Stock, par value $0.01 per share	500
Stock Option (right to	$ 45.91	05/06/2011		M		2,500		10/31/2002(3)	04/30/2012	Common Stock, par value	2,500

buy)								$0.01 per share	
Stock Option (right to buy)	$ 45.91	05/09/2011		M	5,500	10/31/2002[3]	04/30/2012	Common Stock, par value $0.01 per share	5,500

Reporting Owners

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

Signatures

James Bellerjeau, Attorney in Fact	05/10/2011
**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 sales price of multiple individual transactions at prices between $177.25 and $178.10. 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 $174.50 and $175.22. 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 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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