

WIDMER URS
Form 4
February 14, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
WIDMER URS

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)

IM LANGACHER, CH-8606
GREIFENSEE

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Head of Industrial

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 02/10/2012 | | M | | 12,900 | A | \$ 37.56 21,813 |
| Common Stock, par value \$0.01 per share | 02/10/2012 | | S | | 12,900 | D | \$ 181.3 (1) 8,913 |
| | 02/10/2012 | | M | | 2,100 | A | \$ 37.56 11,013 |

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| | | | | | | | |
|--|------------|---|--------|---|----------------------------|--------|---|
| Common Stock, par value \$0.01 per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 02/10/2012 | S | 2,100 | D | \$ 182.19 <u>(2)</u> | 8,913 | D |
| Common Stock, par value \$0.01 per share | 02/10/2012 | M | 14,480 | A | \$ 105.11 | 23,393 | D |
| Common Stock, par value \$0.01 per share | 02/10/2012 | S | 14,480 | D | \$ 181.11 <u>(3)</u> | 8,913 | D |
| Common Stock, par value \$0.01 per share | 02/10/2012 | M | 200 | A | \$ 105.11 | 9,113 | D |
| Common Stock, par value \$0.01 per share | 02/10/2012 | S | 200 | D | \$ 182.31 <u>(4)</u> | 8,913 | D |
| Common Stock, par value \$0.01 per share | 02/13/2012 | M | 21,127 | A | \$ 68.06 | 30,040 | D |
| Common Stock, par value \$0.01 per share | 02/13/2012 | S | 21,127 | D | \$ 181.91 <u>(5)</u> | 8,913 | D |
| Common Stock, par value \$0.01 per share | 02/13/2012 | M | 6,373 | A | \$ 68.06 | 15,286 | D |
| | 02/13/2012 | S | 6,373 | D | | 8,913 | D |

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Common Stock, par value \$0.01 per share \$ 182.43 ⁽⁶⁾

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) | \$ 37.56 | 02/10/2012 | | M | 12,900 | 08/27/2004 ⁽⁷⁾ 02/27/2014 | Common Stock, par value \$0.01 per share 12,900 |
| Stock Option (right to buy) | \$ 37.56 | 02/10/2012 | | M | 2,100 | 08/27/2004 ⁽⁷⁾ 02/27/2014 | Common Stock, par value \$0.01 per share 2,100 |
| Stock Option (right to buy) | \$ 105.11 | 02/10/2012 | | M | 14,480 | 11/01/2008 ⁽⁸⁾ 11/01/2017 | Common Stock, par value \$0.01 per share 14,480 |
| Stock Option (right to buy) | \$ 105.11 | 02/10/2012 | | M | 200 | 11/01/2008 ⁽⁸⁾ 11/01/2017 | Common Stock, par value \$0.01 per share 200 |
| Stock Option | \$ 68.06 | 02/13/2012 | | M | 21,127 | 11/02/2007 ⁽⁸⁾ 05/02/2017 | Common Stock, par 21,127 |

(right to buy)

value
\$0.01 per share

Stock Option (right to buy)

\$ 68.06

02/13/2012

M

6,373

11/02/2007⁽⁸⁾

05/02/2017

Common Stock, par value \$0.01 per share

6,373

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WIDMER URS IM LANGACHER CH-8606 GREIFENSEE SWITZERLAND | | | Head of Industrial | |

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 \$181.00 and \$181.99. 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 \$182.00 and \$182.43. 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) Represents the average sale price of multiple individual transactions at prices between \$181.00 and \$181.75. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (4) Represents the average sale price of multiple individual transactions at prices between \$182.23 and \$182.38. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (5) Represents the average sale price of multiple individual transactions at prices between \$181.27 and \$182.26. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (6) Represents the average sale price of multiple individual transactions at prices between \$182.27 and \$182.82. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (7) The options vested annually in two equal installments beginning on the first anniversary of the date of grant.
- (8) 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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