

SPOERRY ROBERT F
 Form 4
 December 05, 2005

FORM 4

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

OMB APPROVAL

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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)
 12/01/2005

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 | 12/01/2005 | | M ⁽¹⁾ | | 2,444 | A | \$ 7.95 |
| | | | | | | | 349,270 |
| Common Stock, par value \$0.01 per share | 12/01/2005 | | S ⁽¹⁾ | | 2,444 | D | \$ 57.4908 |
| | | | | | | | 346,826 |
| | 12/01/2005 | | M ⁽¹⁾ | | 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

12/01/2005

S⁽¹⁾

10,000 D

\$
57.4271

346,826

D

Common
Stock, par
value
\$0.01 per
share

12/02/2005

M⁽¹⁾

13,000 A

\$ 7.95

359,826

D

Common
Stock, par
value
\$0.01 per
share

12/02/2005

S⁽¹⁾

13,000 D

\$
57.3417

346,826

D

Common
Stock, par
value
\$0.01 per
share

17,778 ⁽²⁾

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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 7.95 | 12/01/2005 | | M | 2,444 | 10/15/1997 ⁽³⁾ | 10/15/2006 | Common Stock, par | 2,444 |

