

DONNELLY WILLIAM P
 Form 4
 February 12, 2013

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 *
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)
02/08/2013

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

COLUMBUS, OH 43240
 (City) (State) (Zip)

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

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	02/08/2013		M		4,888 A \$ 47.95	51,741	D
Common Stock, par value \$0.01 per share	02/08/2013		S		4,888 D \$ 221.37 ⁽¹⁾	46,853	D
Common Stock, par	02/08/2013		M		8,612 A \$ 47.95	55,465	D

value \$0.01 per share								
Common Stock, par value \$0.01 per share	02/08/2013	S	8,612	D	\$ 221.99 <u>(2)</u>	46,853	D	
Common Stock, par value \$0.01 per share	02/11/2013	M	2,000	A	\$ 47.95	48,853	D	
Common Stock, par value \$0.01 per share	02/11/2013	S	2,000	D	\$ 218.53 <u>(3)</u>	46,853	D	
Common Stock, par value \$0.01 per share	02/11/2013	M	500	A	\$ 47.95	47,353	D	
Common Stock, par value \$0.01 per share	02/11/2013	S	500	D	\$ 220	46,853	D	
Common Stock, par value \$0.01 per share						3,478	I	By children

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(4) The options vest 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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