

SPOERRY ROBERT F
 Form 4
 December 13, 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)
 12/09/2005

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) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.01 per share | 12/09/2005 | | M ⁽¹⁾ | 17,444 | A | \$ 7.95 | 364,270 | D |
| Common Stock, par value \$0.01 per share | 12/09/2005 | | S ⁽¹⁾ | 17,444 | D | \$ 57.8323 | 346,826 | D |
| | 12/12/2005 | | M ⁽¹⁾ | 1,400 | A | \$ 7.95 | 348,226 | D |

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

12/12/2005

S⁽¹⁾

1,400

D

\$
58.0014

346,826

D

12/12/2005

M⁽¹⁾

20,800

A

\$ 7.95

367,626

D

12/12/2005

S⁽¹⁾

20,800

D

\$
58.0926

346,826

D

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 | 12/09/2005 | | M | 17,444 | 10/15/1997 ⁽³⁾ | 10/15/2006 | Common Stock, par | 17,444 |

(right to buy)

value \$0.01 per share

Stock Option (right to buy)

\$ 7.95

12/12/2005

M

1,400

10/15/1997⁽³⁾

10/15/2006

Common Stock, par value \$0.01 per share

1,400

Stock Option (right to buy)

\$ 7.95

12/12/2005

M

20,800

10/15/1997⁽³⁾

10/15/2006

Common Stock, par value \$0.01 per share

20,800

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

12/13/2005

 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).

(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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