

DONNELLY WILLIAM P  
 Form 4  
 May 10, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 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)  
 05/06/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

COLUMBUS, OH 43240

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

(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	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 <u>(1)</u>	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 <u>(2)</u>	51,277	D
------------	---	-------	---	----------------------------	--------	---

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.**

SEC 1474  
(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 (right to buy)	\$ 45.91	05/06/2011		M	500	10/31/2002 <sup>(3)</sup> 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 <sup>(3)</sup> 04/30/2012	Common Stock, par value	2,500

