

METTLER TOLEDO INTERNATIONAL INC/
 Form 3
 August 01, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Rauch Waldemar		(Month/Day/Year)	METTLER TOLEDO INTERNATIONAL INC/ [MTD]	
(Last)	(First)	(Middle)	07/28/2011	
IM LANGACHER,Â CH-8606			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
GREIFENSEE				
(Street)			(Check all applicable)	
SWITZERLANDÂ			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Head of Process Analytics	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	8,535 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	10/31/2002	04/30/2012	Common Stock, par value \$0.01 per share 10,000 ⁽²⁾	\$ 45.91	D	Â
Stock Option (right to buy)	11/07/2003	05/06/2013	Common Stock, par value \$0.01 per share 8,000 ⁽²⁾	\$ 33.23	D	Â
Stock Option (right to buy)	08/27/2004	02/27/2014	Common Stock, par value \$0.01 per share 5,000 ⁽²⁾	\$ 37.56	D	Â
Stock Option (right to buy)	08/27/2004	02/27/2014	Common Stock, par value \$0.01 per share 8,000 ⁽²⁾	\$ 37.56	D	Â
Stock Option (right to buy)	10/28/2005	04/28/2015	Common Stock, par value \$0.01 per share 5,000 ⁽²⁾	\$ 47.95	D	Â
Stock Option (right to buy)	01/03/2009	01/03/2018	Common Stock, par value \$0.01 per share 11,450 ⁽³⁾	\$ 112.37	D	Â
Stock Option (right to buy)	11/06/2009	11/06/2018	Common Stock, par value \$0.01 per share 4,500 ⁽⁴⁾	\$ 73.69	D	Â
Stock Option (right to buy)	10/28/2010	10/28/2019	Common Stock, par value \$0.01 per share 4,330 ⁽⁴⁾	\$ 90.76	D	Â
Stock Option (right to buy)	11/03/2011	11/03/2020	Common Stock, par value \$0.01 per share 3,830 ⁽⁴⁾	\$ 133	D	Â

share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rauch Waldemar IM LANGACHER CH-8606 GREIFENSEE SWITZERLAND	Â	Â	Â Head of Process Analytics	Â

Signatures

James Bellerjeau, Attorney
in Fact 08/01/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Of the total, 3,879 shares are restricted stock units for which shares of MTD common stock will be delivered upon satisfaction of

- (1) applicable vesting requirements over the coming five years as follows: 1,347 shares, 1,052 shares, 812 shares, 472 shares, and 196 shares, respectively.
- (2) The options vested annually in five equal installments beginning on the first anniversary of the date of grant.
The options will vest on March 1, 2013 provided the company has achieved at least 15% compound annual growth in its fully diluted
- (3) earnings per share over the five year period January 1, 2008 through December 31, 2012. In addition, the options will vest fully upon certain events, including the merger, consolidation or change in control of the company.
- (4) The options vest annually in five equal installments beginning on the first anniversary of the date of grant. In addition, the options will vest fully upon certain events, including the merger, consolidation or change in control of the company.

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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