

WIDMER URS
Form 4
February 14, 2012

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 *
WIDMER URS

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)
02/10/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Head of Industrial

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	02/10/2012		M		12,900	A	\$ 37.56
Common Stock, par value \$0.01 per share	02/10/2012		S		12,900	D	\$ 181.3 (1)
	02/10/2012		M		2,100	A	\$ 37.56
							21,813
							8,913
							11,013

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/10/2012	S	2,100	D	\$ 182.19 (2)	8,913	D
Common Stock, par value \$0.01 per share	02/10/2012	M	14,480	A	\$ 105.11	23,393	D
Common Stock, par value \$0.01 per share	02/10/2012	S	14,480	D	\$ 181.11 (3)	8,913	D
Common Stock, par value \$0.01 per share	02/10/2012	M	200	A	\$ 105.11	9,113	D
Common Stock, par value \$0.01 per share	02/10/2012	S	200	D	\$ 182.31 (4)	8,913	D
Common Stock, par value \$0.01 per share	02/13/2012	M	21,127	A	\$ 68.06	30,040	D
Common Stock, par value \$0.01 per share	02/13/2012	S	21,127	D	\$ 181.91 (5)	8,913	D
Common Stock, par value \$0.01 per share	02/13/2012	M	6,373	A	\$ 68.06	15,286	D
	02/13/2012	S	6,373	D		8,913	D

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Common Stock, par value \$0.01 per share \$ 182.43 ⁽⁶⁾

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

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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)	\$ 37.56	02/10/2012		M	12,900	08/27/2004 ⁽⁷⁾ 02/27/2014	Common Stock, par value \$0.01 per share 12,900
Stock Option (right to buy)	\$ 37.56	02/10/2012		M	2,100	08/27/2004 ⁽⁷⁾ 02/27/2014	Common Stock, par value \$0.01 per share 2,100
Stock Option (right to buy)	\$ 105.11	02/10/2012		M	14,480	11/01/2008 ⁽⁸⁾ 11/01/2017	Common Stock, par value \$0.01 per share 14,480
Stock Option (right to buy)	\$ 105.11	02/10/2012		M	200	11/01/2008 ⁽⁸⁾ 11/01/2017	Common Stock, par value \$0.01 per share 200
Stock Option	\$ 68.06	02/13/2012		M	21,127	11/02/2007 ⁽⁸⁾ 05/02/2017	Common Stock, par 21,127

(right to buy)

value
\$0.01 per share

Stock

Option (right to buy)

\$ 68.06

02/13/2012

M

6,373

11/02/2007⁽⁸⁾

05/02/2017

Common Stock, par value \$0.01 per share

6,373

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WIDMER URS IM LANGACHER CH-8606 GREIFENSEE SWITZERLAND			Head of Industrial	

Signatures

James Bellerjeau, Attorney
in Fact

02/14/2012

__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) Represents the average sale price of multiple individual transactions at prices between \$181.00 and \$181.99. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (2) Represents the average sale price of multiple individual transactions at prices between \$182.00 and \$182.43. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (3) Represents the average sale price of multiple individual transactions at prices between \$181.00 and \$181.75. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (4) Represents the average sale price of multiple individual transactions at prices between \$182.23 and \$182.38. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (5) Represents the average sale price of multiple individual transactions at prices between \$181.27 and \$182.26. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (6) Represents the average sale price of multiple individual transactions at prices between \$182.27 and \$182.82. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (7) The options vested annually in two equal installments beginning on the first anniversary of the date of grant.
- (8) The options vested 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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