

WIDMER URS  
Form 4  
February 28, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
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)  
IM LANGACHER, CH-8606  
GREIFENSEE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/24/2012

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

SWITZERLAND

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 | 02/24/2012                           |  | M                              |   | 11,523  | A  | \$ 73.69                                   |
|  |                                      |  |                                |   |   |  | 20,436                                     |
| Common Stock, par value \$0.01 per share | 02/24/2012                           |  | S                              |   | 11,523  | D  | \$ 181.39                                  |
|  |                                      |  |                                |   |   |  | 8,913                                      |
|  |                                      |  |                                |   |   |  | (1)  |
|  | 02/24/2012                           |  | M                              |   | 1,200   | A  | \$ 73.69                                   |
|  |                                      |  |                                |   |   |  | 10,113                                     |
|  |                                      |  |                                |   |   |  | D  |

Edgar Filing: WIDMER URS - Form 4

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

|            |   |       |   |                            |       |   |
|------------|---|-------|---|----------------------------|-------|---|
| 02/24/2012 | S | 1,200 | D | \$<br>182.09<br><u>(2)</u> | 8,913 | D |
|------------|---|-------|---|----------------------------|-------|---|

Common  
Stock, par  
value  
\$0.01 per  
share

|            |   |     |   |          |       |   |
|------------|---|-----|---|----------|-------|---|
| 02/27/2012 | M | 777 | A | \$ 73.69 | 9,690 | D |
|------------|---|-----|---|----------|-------|---|

Common  
Stock, par  
value  
\$0.01 per  
share

|            |   |       |   |          |        |   |
|------------|---|-------|---|----------|--------|---|
| 02/27/2012 | M | 5,488 | A | \$ 90.76 | 15,178 | D |
|------------|---|-------|---|----------|--------|---|

Common  
Stock, par  
value  
\$0.01 per  
share

|            |   |       |   |        |        |   |
|------------|---|-------|---|--------|--------|---|
| 02/27/2012 | M | 2,035 | A | \$ 133 | 17,213 | D |
|------------|---|-------|---|--------|--------|---|

Common  
Stock, par  
value  
\$0.01 per  
share

|            |   |       |   |                            |        |   |
|------------|---|-------|---|----------------------------|--------|---|
| 02/27/2012 | S | 5,300 | D | \$<br>181.58<br><u>(3)</u> | 11,913 | D |
|------------|---|-------|---|----------------------------|--------|---|

Common  
Stock, par  
value  
\$0.01 per  
share

|            |   |       |   |                            |       |   |
|------------|---|-------|---|----------------------------|-------|---|
| 02/27/2012 | S | 3,000 | D | \$<br>182.24<br><u>(4)</u> | 8,913 | 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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|

Edgar Filing: WIDMER URS - Form 4

| (Instr. 3)                           | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D) | Date Exercisable          | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Share |
|--------------------------------------|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------------|--------------------|--|------------------------------------|
| Stock<br>Option<br>(right to<br>buy) | \$ 73.69                           | 02/24/2012       | M          | 11,523   |      |   |     |     | 11/06/2009 <sup>(5)</sup> | 11/06/2018         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11,523                             |
| Stock<br>Option<br>(right to<br>buy) | \$ 73.69                           | 02/24/2012       | M          | 1,200  |      |   |     |     | 11/06/2009 <sup>(5)</sup> | 11/06/2018         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,200                              |
| Stock<br>Option<br>(right to<br>buy) | \$ 73.69                           | 02/27/2012       | M          | 777  |      |   |     |     | 11/06/2009 <sup>(5)</sup> | 11/06/2018         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 777                                |
| Stock<br>Option<br>(right to<br>buy) | \$ 90.76                           | 02/27/2012       | M          | 5,488  |      |   |     |     | 10/28/2010 <sup>(5)</sup> | 10/28/2019         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 5,488                              |
| Stock<br>Option<br>(right to<br>buy) | \$ 133                             | 02/27/2012       | M          | 2,035  |      |   |     |     | 11/03/2011 <sup>(5)</sup> | 11/03/2020         | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 2,035                              |

## Reporting Owners

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

## Signatures

James Bellerjeau, Attorney  
in Fact

02/28/2012

\_\_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 \$181.81. 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 \$182.23. 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 \$181.96. 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 \$182.03 and \$182.36. 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) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.