

BUERKER PETER
Form 4
May 05, 2010

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 *
BUERKER PETER

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)
05/03/2010

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

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	05/03/2010		M		10,000	A	\$ 45.91 70,769
Common Stock, par value \$0.01 per share	05/03/2010		S		10,000	D	\$ 125.34 60,769
	05/03/2010		M		10,000	A	\$ 37.56 70,769

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	05/03/2010	S	10,000	D	\$ 125.34	60,769	D
Common Stock, par value \$0.01 per share	05/03/2010	M	10,000	A	\$ 37.56	70,769	D
Common Stock, par value \$0.01 per share	05/03/2010	S	10,000	D	\$ 125.34	60,769	D
Common Stock, par value \$0.01 per share	05/04/2010	M	12,000	A	\$ 52.37	72,769	D
Common Stock, par value \$0.01 per share	05/04/2010	S	12,000	D	\$ 123.12	60,769	D
Common Stock, par value \$0.01 per share	05/04/2010	M	7,200	A	\$ 68.06	67,969	D
Common Stock, par value \$0.01 per share	05/04/2010	S	7,200	D	\$ 123.12	60,769	D
Common Stock, par value \$0.01 per share	05/04/2010	M	3,300	A	\$ 105.11	64,069	D
	05/04/2010	S	3,300	D		60,769	D

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Common Stock, par value \$0.01 per share					\$			
					123.12			
Common Stock, par value \$0.01 per share	05/04/2010		M	2,200	A	\$ 73.69	62,969	D
Common Stock, par value \$0.01 per share	05/04/2010		S	2,200	D	\$ 123.12	60,769	D
Common Stock, par value \$0.01 per share	05/04/2010		M	10,000	A	\$ 47.95	70,769	D
Common Stock, par value \$0.01 per share	05/04/2010		S	10,000	D	\$ 123.12	60,769	D

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

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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	\$ 45.91	05/03/2010		M	10,000	10/31/2002 ⁽¹⁾	04/30/2012	Common Stock, par	10,000

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								value \$0.01 per share	
(right to buy)									
Stock Option (right to buy)	\$ 37.56	05/03/2010	M	10,000	08/27/2004 ⁽¹⁾	02/22/2014	Common Stock, par value \$0.01 per share	10,000	
Stock Option (right to buy)	\$ 37.56	05/03/2010	M	10,000	08/27/2004 ⁽²⁾	02/22/2014	Common Stock, par value \$0.01 per share	10,000	
Stock Option (right to buy)	\$ 52.37	05/04/2010	M	12,000	11/03/2006 ⁽¹⁾	05/03/2016	Common Stock, par value \$0.01 per share	12,000	
Stock Option (right to buy)	\$ 68.06	05/04/2010	M	7,200	11/02/2006 ⁽³⁾	05/02/2017	Common Stock, par value \$0.01 per share	7,200	
Stock Option (right to buy)	\$ 105.11	05/04/2010	M	3,300	11/01/2007 ⁽³⁾	11/01/2017	Common Stock, par value \$0.01 per share	3,300	
Stock Option (right to buy)	\$ 73.69	05/04/2010	M	2,200	11/06/2008 ⁽³⁾	11/06/2018	Common Stock, par value \$0.01 per share	2,200	
Stock Option (right to buy)	\$ 47.95	05/04/2010	M	10,000	10/28/2005 ⁽³⁾	04/28/2015	Common Stock, par value \$0.01 per share	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUERKER PETER			Head of Human Resources	
IM LANGACHER				

CH-8606 GREIFENSEE
SWITZERLAND

Signatures

James Bellerjeau, Attorney
in Fact

05/05/2010

__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 options vested annually in five equal installments beginning on the first anniversary of the date of grant.
- (2) The options vested equally on the first and second anniversary of the date of grant.
- (3) The options vest annually in five equal installments beginning on the first anniversary of the date of grant. In addition, all the options 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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