

METTLER TOLEDO INTERNATIONAL INC/
 Form 5
 January 17, 2012

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 CONTINO FRANCIS A

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

IM LANGACHER, CH-8606
 FREIFENSEE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

SWITZERLAND

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	11/03/2011		G ⁽¹⁾	82 D \$ 0	721	D	
Common Stock, par value \$0.01 per share	11/03/2011		G ⁽¹⁾	82 A \$ 0	3,264	I	By family trust

Common Stock, par value \$0.01 per share	11/07/2011	Â	G ⁽¹⁾	40	D	\$ 0	681	D	Â
Common Stock, par value \$0.01 per share	11/07/2011	Â	G ⁽¹⁾	40	A	\$ 0	3,304	I	By family trust
Common Stock, par value \$0.01 per share	11/09/2011	Â	G ⁽¹⁾	18	D	\$ 0	663	D	Â
Common Stock, par value \$0.01 per share	11/09/2011	Â	G ⁽¹⁾	18	A	\$ 0	3,322	I	By family trust
Common Stock, par value \$0.01 per share	11/14/2011	Â	G ⁽¹⁾	102	D	\$ 0	561	D	Â
Common Stock, par value \$0.01 per share	11/14/2011	Â	G ⁽¹⁾	102	A	\$ 0	3,424	I	By family trust
Common Stock, par value \$0.01 per share	11/22/2011	Â	G ⁽¹⁾	40	D	\$ 0	521	D	Â
Common Stock, par value \$0.01 per share	11/22/2011	Â	G ⁽¹⁾	40	A	\$ 0	3,464	I	By family trust

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.

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I S F
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(Instr. 3, 4, and 5)

(A)	(D)	Date	Expiration	Title	Amount
		Exercisable	Date		or
					Number
					of
					Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONTINO FRANCIS A IM LANGACHER CH-8606 FREIFENSEE SWITZERLAND	X			

Signatures

James Bellerjeau, Power of Attorney	01/17/2012
**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) This transaction involved a gift of securities by the filer to a family trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.