

DONNELLY WILLIAM P
 Form 4
 February 12, 2013

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 *
 DONNELLY WILLIAM P

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)
 1900 POLARIS PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

COLUMBUS, OH 43240
 (City) (State) (Zip)

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

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	02/08/2013		M		4,888 A \$ 47.95	51,741	D
Common Stock, par value \$0.01 per share	02/08/2013		S		4,888 D \$ 221.37 (1)	46,853	D
Common Stock, par	02/08/2013		M		8,612 A \$ 47.95	55,465	D

value \$0.01 per share								
Common Stock, par value \$0.01 per share	02/08/2013	S	8,612	D	\$ 221.99 <u>(2)</u>	46,853	D	
Common Stock, par value \$0.01 per share	02/11/2013	M	2,000	A	\$ 47.95	48,853	D	
Common Stock, par value \$0.01 per share	02/11/2013	S	2,000	D	\$ 218.53 <u>(3)</u>	46,853	D	
Common Stock, par value \$0.01 per share	02/11/2013	M	500	A	\$ 47.95	47,353	D	
Common Stock, par value \$0.01 per share	02/11/2013	S	500	D	\$ 220	46,853	D	
Common Stock, par value \$0.01 per share						3,478	I	By children

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security			Code	Disposed of		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Stock Option (right to buy)	\$ 47.95	02/08/2013	M	4,888		10/28/2005 ⁽⁴⁾	10/28/2014	Common Stock, par value \$0.01 per share	4,888
Stock Option (right to buy)	\$ 47.95	02/08/2013	M	8,612		10/28/2005 ⁽⁴⁾	10/28/2014	Common Stock, par value \$0.01 per share	8,612
Stock Option (right to buy)	\$ 47.95	02/11/2013	M	2,500		10/28/2005 ⁽⁴⁾	10/28/2014	Common Stock, par value \$0.01 per share	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONNELLY WILLIAM P 1900 POLARIS PARKWAY COLUMBUS, OH 43240			Chief Financial Officer	

Signatures

James Bellerjeau, Attorney
in Fact 02/12/2013

 **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 \$220.72 and \$221.71. 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 \$221.72 and \$222.18. 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 \$218.16 and \$219.00. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.

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(4) The options vest 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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