

DONNELLY WILLIAM P  
 Form 4  
 February 16, 2011

**FORM 4**

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

OMB APPROVAL

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**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)  
 02/14/2011

\_\_\_\_ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	02/14/2011		M		6,250 A \$ 45.91	57,527	D
Common Stock, par value \$0.01 per share	02/14/2011		S		6,250 D \$ 168.07	51,277	D
Common Stock, par	02/14/2011		M		4,750 A \$ 37.56	56,027	D

value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

02/14/2011	S	4,750	D	\$	168.07	51,277	D
				(1)			

Common  
Stock, par  
value  
\$0.01 per  
share

02/15/2011	M	6,500	A	\$	37.56	57,777	D
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Common  
Stock, par  
value  
\$0.01

02/15/2011	S	6,500	D	\$	168.23	51,277	D
				(2)			

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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**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)	\$ 45.91	02/14/2011		M	6,250	10/31/2002 <sup>(3)</sup> 04/30/2012	Common Stock, par value \$0.01 per share 6,250
Stock Option (right to buy)	\$ 37.56	02/14/2011		M	4,750	08/27/2004 <sup>(3)</sup> 08/27/2013	Common Stock, par value \$0.01 per 4,750

