

SALICE THOMAS P  
Form 4  
February 28, 2012

**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 \*  
SALICE THOMAS 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)

IM LANGACHER, CH-8606  
GREIFENSEE

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

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

(Street)

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 or Disposed of (A) or (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) |             |   |
|--|--------------------------------------|--|--------------------------------|--|---|--|---|-------------|---|
|  |                                      |  |                                | (A) or (D)   | Price   |  |   |             |   |
|  |                                      |  |                                | Code   | V   | Amount   |   |             |   |
| Common Stock, par value \$0.01 per share | 02/10/2012                           |  | G                              | V  | 3,890<br>(1)  | D  | \$ 0  | 162,112 (2) | D |
| Common Stock, par value \$0.01 per share | 02/13/2012                           |  | G                              | V  | 3,843<br>(1)  | D  | \$ 0  | 158,269 (2) | D |
|  | 02/24/2012                           |  | M                              |  | 3,000   | A  | \$ 33.23  | 161,269 (2) | D |

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value      02/24/2012      S      3,000      D      \$  
\$0.01 per      182.24      158,269 <sup>(2)</sup>      D  
share      (3)

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) (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right to buy)                | \$ 33.23   | 02/24/2012                           |  | M                              | 3,000   | 11/07/2003 <sup>(4)</sup> 11/07/2012                     | Common Stock, par value \$0.01 per share 3,000                |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SALICE THOMAS P<br>IM LANGACHER<br>CH-8606 GREIFENSEE<br>SWITZERLAND |               | X         |         |       |

## Signatures

James Bellerjeau, Power of  
Attorney

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) This transaction reflects gifts to a family foundation and a family trust for the benefit of the filer's family members.
- (2) Held jointly with spouse. 1,786 shares in the total are shares underlying restricted stock units (vested and unvested).
- (3) Represents the average sales price of multiple individual transactions at prices between \$182.05 and \$182.90. 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) 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.

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