

SPOERRY ROBERT F
Form 4
December 13, 2005

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SPOERRY ROBERT F

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)
12/09/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President and CEO

(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 (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)
Common Stock, par value \$0.01 per share	12/09/2005		M ⁽¹⁾	17,444 A \$ 7.95	364,270	D	
Common Stock, par value \$0.01 per share	12/09/2005		S ⁽¹⁾	17,444 D \$ 57.8323	346,826	D	
	12/12/2005		M ⁽¹⁾	1,400 A \$ 7.95	348,226	D	

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

12/12/2005

S⁽¹⁾

1,400

D

\$
58.0014

346,826

D

Common
Stock, par
value
\$0.01 per
share

12/12/2005

M⁽¹⁾

20,800

A

\$ 7.95

367,626

D

Common
Stock, par
value
\$0.01 per
share

12/12/2005

S⁽¹⁾

20,800

D

\$
58.0926

346,826

D

Common
Stock, par
value
\$0.01 per
share

17,778 ⁽²⁾

I

Held by
spouse

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.**

SEC 1474
(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	\$ 7.95	12/09/2005		M		17,444		10/15/1997 ⁽³⁾	10/15/2006	Common Stock, par	17,444

(right to
buy)value
\$0.01 per
shareStock
Option
(right to
buy)

\$ 7.95

12/12/2005

M

1,400

10/15/1997⁽³⁾

10/15/2006

Common
Stock, par
value
\$0.01 per
share

1,400

Stock
Option
(right to
buy)

\$ 7.95

12/12/2005

M

20,800

10/15/1997⁽³⁾

10/15/2006

Common
Stock, par
value
\$0.01 per
share

20,800

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

SPOERRY ROBERT F
IM LANGACHER
CH-8606 GREIFENSEE
SWITZERLAND

X

Chairman, President and CEO

Signatures

James Bellerjeau, Attorney
in Fact

12/13/2005

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2005.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) The options vested annually in five equal installments beginning on October 15, 1997.

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