Caratsch Thomas Form 3 February 08, 2008

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement METTLER TOLEDO INTERNATIONAL INC/ [MTD] **Â** Caratsch Thomas (Month/Day/Year) 02/07/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) IM LANGACHER, CH-8606 (Check all applicable) **GREIFENSEE** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Head of Laboratory Division Person **SWITZERLANDÂ** Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â $770 \, \underline{^{(1)}}$ Common Stock, par value \$0.01 per share D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------|--|---|---|---|--|
| | | Title | Security | Security: Direct (D) | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------|--------------------|--|----------------------------------|-----------|----------------------------|---|
| Stock Option (right to buy) | 03/01/2013 | 01/03/2018 | Common Stock, par value \$0.01 per share | 12,000 (2) | \$ 112.37 | D | Â |
| Stock Option (right to buy) | 01/03/2009 | 01/03/2018 | Common Stock, par value \$0.01 per share | 7,500 (3) | \$ 112.37 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| 1 8 | Director | 10% Owner | Officer | Other |
| Caratsch Thomas IM LANGACHER CH-8606 GREIFENSEE SWITZERLANDÂ | Â | Â | Head of Laboratory Division | Â |

Signatures

James Bellerjeau, Attorney in Fact 02/08/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Of the total reported, 600 shares are restricted stock units for which shares of MTD common stock will be delivered upon satisfaction of applicable vesting requirements. The restricted stock units vest annually in five equal installments beginning on the first anniversary of the date of grant. The date of grant was November 1, 2007.
- The options will vest on March 1, 2013 provided the company has achieved at least 15% compound annual growth in its fully diluted (2) earnings per share over the five year period January 1, 2008 through December 31, 2012. In addition, the options will vest fully upon certain events, including the merger, consolidation or change in control of the company.
- (3) The options vest annually in five equal installments beginning on the first anniversary of the date of grant. In addition, all the options vest fully upon certain events, including the merger, consolidation or change in control of the company.

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.

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