

WIDMER URS
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 *
WIDMER URS

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Head of Industrial

IM LANGACHER, CH-8606
GREIFENSEE

(Street)

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

SWITZERLAND

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/24/2012		M		11,523	A	\$ 73.69
Common Stock, par value \$0.01 per share	02/24/2012		S		11,523	D	181.39
	02/24/2012		M		1,200	A	\$ 73.69
							8,913
							10,113

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

02/24/2012	S	1,200	D	\$ 182.09 <u>(2)</u>	8,913	D
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Common
Stock, par
value
\$0.01 per
share

02/27/2012	M	777	A	\$ 73.69	9,690	D
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Common
Stock, par
value
\$0.01 per
share

02/27/2012	M	5,488	A	\$ 90.76	15,178	D
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Common
Stock, par
value
\$0.01 per
share

02/27/2012	M	2,035	A	\$ 133	17,213	D
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Common
Stock, par
value
\$0.01 per
share

02/27/2012	S	5,300	D	\$ 181.58 <u>(3)</u>	11,913	D
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Common
Stock, par
value
\$0.01 per
share

02/27/2012	S	3,000	D	\$ 182.24 <u>(4)</u>	8,913	D
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 73.69	02/24/2012	M	11,523					11/06/2009 ⁽⁵⁾	11/06/2018	Common Stock, par value \$0.01 per share	11,523
Stock Option (right to buy)	\$ 73.69	02/24/2012	M	1,200					11/06/2009 ⁽⁵⁾	11/06/2018	Common Stock, par value \$0.01 per share	1,200
Stock Option (right to buy)	\$ 73.69	02/27/2012	M	777					11/06/2009 ⁽⁵⁾	11/06/2018	Common Stock, par value \$0.01 per share	777
Stock Option (right to buy)	\$ 90.76	02/27/2012	M	5,488					10/28/2010 ⁽⁵⁾	10/28/2019	Common Stock, par value \$0.01 per share	5,488
Stock Option (right to buy)	\$ 133	02/27/2012	M	2,035					11/03/2011 ⁽⁵⁾	11/03/2020	Common Stock, par value \$0.01 per share	2,035

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WIDMER URS IM LANGACHER CH-8606 GREIFENSEE SWITZERLAND			Head of Industrial	

Signatures

James Bellerjeau, Attorney
in Fact

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) Represents the average sale price of multiple individual transactions at prices between \$181.00 and \$181.81. 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 \$182.00 and \$182.23. 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 \$181.00 and \$181.96. 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) Represents the average sale price of multiple individual transactions at prices between \$182.03 and \$182.36. Filer agrees to provide, upon request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- (5) 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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