#### SPOERRY ROBERT F

Form 4

January 20, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SPOERRY ROBERT F Issuer Symbol METTLER TOLEDO (Check all applicable) INTERNATIONAL INC/ [MTD] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_ Director 10% Owner \_X\_\_ Officer (give title Other (specify (Month/Day/Year) below) IM LANGACHER, CH-8606 01/18/2006 Chairman, President and CEO **GREIFENSEE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### **SWITZERLAND**

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Secui	ities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition of Dispose (Instr. 3, 4)  Amount	ed of (	D)	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	01/18/2006		M <u>(1)</u>	16,000	A	\$ 7.95	362,826	D	
Common Stock, par value \$0.01 per share	01/18/2006		S <u>(1)</u>	16,000	D	\$ 58.0238	346,826	D	
	01/19/2006		$\mathbf{M}_{\underline{(1)}}$	7,000	A	\$ 7.95	353,826	D	

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Common Stock, par value \$0.01 per share								
Common Stock, par value \$0.01 per share	01/19/2006	S <u>(1)</u>	7,000	D	\$ 58.0357	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 orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	\$ 7.95	01/18/2006		M	16,000	10/15/1997 <u>(3)</u>	10/15/2006	Common Stock, par value \$0.01 per share	16,000
Stock Option (right to buy)	\$ 7.95	01/19/2006		M	7,000	10/15/1997 <u>(3)</u>	10/15/2006	Common Stock, par value \$0.01 per share	7,000

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SPOERRY ROBERT F IM LANGACHER

CH-8606 GREIFENSEE X Chairman, President and CEO

**SWITZERLAND** 

# **Signatures**

James Bellerjeau, Attorney in Fact 01/20/2006

\*\*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.

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