

SPOERRY ROBERT F  
Form 4  
December 13, 2005

**FORM 4**

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

OMB APPROVAL

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

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 \*  
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)

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

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

12/12/2005

S<sup>(1)</sup>

1,400

D

\$  
58.0014

346,826

D

12/12/2005

M<sup>(1)</sup>

20,800

A

\$ 7.95

367,626

D

12/12/2005

S<sup>(1)</sup>

20,800

D

\$  
58.0926

346,826

D

17,778 <sup>(2)</sup>

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 <sup>(3)</sup>                                | 10/15/2006  | Common Stock, par | 17,444                     |

|                             |         |            |   |        |                           |            |  |                        |  |
|-----------------------------|---------|------------|---|--------|---------------------------|------------|--|------------------------|--|
| (right to buy)              |         |            |   |        |                           |            |  | value \$0.01 per share |  |
| Stock Option (right to buy) | \$ 7.95 | 12/12/2005 | M | 1,400  | 10/15/1997 <sup>(3)</sup> | 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 <sup>(3)</sup> | 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<br>IM LANGACHER<br>CH-8606 GREIFENSEE<br>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.

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