MILNE GEORGE M JR

Form 4

November 30, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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Form 5 obligations may continue. See Instruction

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 * MILNE GEORGE M JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

METTLER TOLEDO

INTERNATIONAL INC/ [MTD]

(Check all applicable)

(Last) (First) (Middle)

(State)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

IM LANGACHER, CH-8606

GREIFENSEE

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

11/23/2011

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

SWITZERLAND

(City)

2. Transaction Date 2A. Deemed 1. Title of 3. Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) **Following** (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

5,485 (1)

or (Instr. 3 and 4)

V Amount (D)

Price Code

Common

Stock, par 11/23/2011 value \$0.01

\$0 V 3,000 D

D

per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ng	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securitie	s	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 a	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								A ₁	mount		
								or			
						Date Exercisable	Expiration Date		umber		
								of			
				Code V	(A) (D)			Sh	nares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MILNE GEORGE M JR IM LANGACHER CH-8606 GREIFENSEE SWITZERLAND	X						

Signatures

James Bellerjeau, Power of Attorney 11/30/2011

**Signature of Reporting Person D

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) 1,485 shares in the total are shares underlying restricted stock units (vested and unvested).

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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