#### DONNELLY WILLIAM P

Form 4/A

February 16, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

Expires:

**OMB APPROVAL** 

3235-0287

January 31,

Estimated average

2005

0.5

response...

burden hours per

subject to Section 16. Form 4 or Form 5 obligations

if no longer

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)

may continue.

See Instruction

1. Name and Address of Reporting Person \* DONNELLY WILLIAM P

2. Issuer Name and Ticker or Trading

Symbol

METTLER TOLEDO INTERNATIONAL INC/ [MTD] 5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Financial Officer

Issuer

(Last)

(City)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

02/14/2012

X\_ Officer (give title below)

Director

10% Owner Other (specify

METTLER TOLEDO INTL

INC, 1900 POLARIS PKWY

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) 02/16/2012

(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

COLUMBUS, OH 43240

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

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

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

SEC 1474

(9-02)

(A) or

Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D)

800 (1) D

Common

per share

Stock, par 02/14/2012 value \$0.01

S

47,403

D

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.

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### Edgar Filing: DONNELLY WILLIAM P - Form 4/A

# 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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ		e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
	(A) or									Repo	
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	*		or Number		
						Exercisable			of		
				Code V	(A) (D)				Shares		
				Code v	(A) $(D)$				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DONNELLY WILLIAM P METTLER TOLEDO INTL INC 1900 POLARIS PKWY COLUMBUS, OH 43240

Chief Financial Officer

## **Signatures**

James Bellerjeau, Attorney in Fact

02/16/2012

\*\*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) The quantity of shares reported on filer's original Form 4 was erroneously reported as 1,000.

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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