de la Guerroniere Marc Form 4 February 28, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

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

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

(Zin)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * de la Guerroniere Marc

(First)

(State)

2. Issuer Name and Ticker or Trading

Symbol

METTLER TOLEDO

INTERNATIONAL INC/ [MTD]

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

02/28/2012

Director 10% Owner Other (specify

5. Relationship of Reporting Person(s) to

X_ Officer (give title below) below)

Head of European Market Orgs.

(Check all applicable)

IM LANGACHER, CH-8606 **GREIFENSEE**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

Issuer

SWITZERLAND

(City)

| | (City) | (State) | 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. Securit on(A) or Di (Instr. 3, | spose | d of (D) | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial Ownership | | |
| | | | (Monan Day) Tean) | (A) or | | Price | Following Reported Transaction(s) (Instr. 3 and 4) | Indirect (I) (Instr. 4) | (Instr. 4) | | | |
| | Common Stock, par value \$0.01 per share | 02/28/2012 | | S | 7,101 | D | \$ 185.55 (1) | 5,000 (2) | D | | | |

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 | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------------------|------------|---------------|-------------------|-----------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amount | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | Securities Acquired | | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | Λ. | mount | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration e Date | Title N | | | |
| | | | | | | Exercisable | | Title Number of | | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | S | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

de la Guerroniere Marc **IM LANGACHER** CH-8606 GREIFENSEE **SWITZERLAND**

Head of European Market Orgs.

Signatures

James Bellerjeau, Attorney in Fact

02/28/2012

**Signature of Reporting Person

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).
- Represents the average sale price of multiple individual transactions at prices between \$185.00 and \$185.98. Filer agrees to provide, upon **(1)** request by the Commission staff, full information regarding the number of shares purchased or sold at each separate price.
- 220 shares of the total shares held represent restricted stock units for which shares of MTD common stock will be delivered upon satisfaction of applicable vesting requirements.

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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