

METTLER TOLEDO INTERNATIONAL INC/
 Form 4
 March 09, 2009

FORM 4

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

OMB APPROVAL

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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 *
DICKSON JOHN T

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

20544 LOMITA AVENUE

(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

SARATOGA, CA 95070

(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	03/05/2009		M		1,000	A	\$ 32.375
					3,809	(1)	
Common Stock, par value \$0.01 per share	03/05/2009		S		1,000	D	\$ 48.028
					2,809	(1)	
Common Stock, par value \$0.01 per share	03/05/2009		M		3,000	A	\$ 46.375
					5,809	(1)	

value \$0.01 per share								
Common Stock, par value \$0.01 per share	03/05/2009	S	3,000	D	\$ 47.8377	2,809 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	03/05/2009	M	3,000	A	\$ 45.91	5,809 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	03/05/2009	S	3,000	D	\$ 47.8897	2,809 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	03/05/2009	M	3,000	A	\$ 33.23	5,809 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	03/05/2009	S	3,000	D	\$ 47.9783	2,809 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	03/05/2009	M	3,000	A	\$ 37.56	5,809 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	03/05/2009	S	3,000	D	\$ 47.8933	2,809 ⁽¹⁾	D	

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

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(9-02)

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

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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 (right to buy)	\$ 32.375	03/05/2009		M	1,000	02/02/2001 ⁽²⁾	02/02/2010	Common stock, par value \$0.01 per share	1,000
Stock Option (right to buy)	\$ 46.375	03/05/2009		M	3,000	11/01/2001 ⁽²⁾	11/01/2010	Common stock, par value \$0.01 per share	3,000
Stock Option (right to buy)	\$ 45.91	03/05/2009		M	3,000	10/31/2002 ⁽²⁾	10/31/2011	Common stock, par value \$0.01 per share	3,000
Stock Option (right to buy)	\$ 33.23	03/05/2009		M	3,000	11/07/2003 ⁽²⁾	11/07/2012	Common stock, par value \$0.01 per share	3,000
Stock Option (right to buy)	\$ 37.56	03/05/2009		M	3,000	08/27/2004 ⁽²⁾	08/27/2013	Common stock, par value \$0.01 per share	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DICKSON JOHN T 20544 LOMITA AVENUE SARATOGA, CA 95070	X			

Signatures

James Bellerjeau, Power of
Attorney

03/09/2009

__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) 900 shares in the total are shares underlying restricted stock units (vested and unvested).

(2) The options vest annually in five equal installments beginning on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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