

METTLER TOLEDO INTERNATIONAL INC/
Form 4
November 09, 2007

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 *
LUETHI BEAT E

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 GREIFESEE

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Head of Laboratory

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	11/07/2007		M		37,500	A	\$ 37.56
					44,824		
Common Stock, par value \$0.01 per share	11/07/2007		S		37,500	D	\$ 114.5608
					7,324		
	11/07/2007		M		24,000	A	\$ 47.95
					31,324		

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/07/2007

S

24,000 D

\$
114.5608

7,324

D

Common
Stock, par
value
\$0.01 per
share

11/07/2007

M

22,000 A

\$ 52.37

29,324

D

Common
Stock, par
value
\$0.01 per
share

11/07/2007

S

22,000 D

\$
114.5608

7,324

D

Common
Stock, par
value
\$0.01 per
share

11/07/2007

M

9,000 A

\$ 68.06

16,324

D

Common
Stock, par
value
\$0.01 per
share

11/07/2007

S

9,000 D

\$
113.3516

7,324

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)

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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 37.56	11/07/2007	M			37,500	08/27/2004 ⁽¹⁾	02/27/2014	Common Stock, par value \$0.01 per share	37,500
Stock Option (right to buy)	\$ 47.95	11/07/2007	M			24,000	10/28/2005 ⁽²⁾	04/28/2015	Common Stock, par value \$0.01 per share	24,000
Stock Option (right to buy)	\$ 52.37	11/07/2007	M			22,000	11/02/2006 ⁽³⁾	05/03/2016	Common Stock, par value \$0.01 per share	22,000
Stock Option (right to buy)	\$ 68.06	11/07/2007	M			9,000	11/02/2007 ⁽⁴⁾	05/02/2017	Common Stock, par value \$0.01 per share	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUETHI BEAT E IM LANGACHER CH-8606 GREIFESEE SWITZERLAND			Head of Laboratory	

Signatures

James Bellerjeau, Attorney in Fact
 11/09/2007

 **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) 30,000 of the options vested annually in five equal installments beginning on August 27, 2004, and 7,500 of the options vested annually in two equal installments beginning on August 27, 2004
 - (2) The options vest annually in five equal installments beginning on October 28, 2005
 - (3) The options vest annually in five equal installments beginning on November 3, 2006

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(4) The options vest annually in five equal installments beginning on November 2, 2007

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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