

SPOERRY ROBERT F
Form 4
November 22, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPOERRY ROBERT F

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
GREIFENSEE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President and CEO

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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	11/18/2005		M ⁽¹⁾	10,000 A \$ 7.95	356,826	D	
Common Stock, par value \$0.01 per share	11/18/2005		S ⁽¹⁾	10,000 D \$ 56.4392	346,826	D	
	11/18/2005		M ⁽¹⁾	15,000 A \$ 7.95	361,826	D	

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/18/2005

S⁽¹⁾

15,000 D

\$
56.4772

346,826

D

Common
Stock, par
value
\$0.01 per
share

11/21/2005

M⁽¹⁾

10,000 A

\$ 7.95

356,826

D

Common
Stock, par
value
\$0.01 per
share

11/21/2005

S⁽¹⁾

10,000 D

\$
57.4038

346,826

D

Common
Stock, par
value
\$0.01 per
share

11/21/2005

M⁽¹⁾

15,000 A

\$ 7.95

361,826

D

Common
Stock, par
value
\$0.01 per
share

11/21/2005

S⁽¹⁾

15,000 D

\$
58.0615

346,826

D

Common
Stock, par
value
\$0.01 per
share

11/21/2005

M⁽¹⁾

25,000 A

\$ 7.95

371,826

D

Common
Stock, par
value
\$0.01 per
share

11/21/2005

S⁽¹⁾

25,000 D

\$
58.0846

346,826

D

Common
Stock, par
value
\$0.01 per
share

17,778 (2)

I

Held by
spouse

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 7.95	11/18/2005		M	10,000	10/15/1996 ⁽³⁾ 10/15/2006	Common Stock, par value \$0.01 per share 10,000
Stock Option (right to buy)	\$ 7.95	11/18/2005		M	15,000	10/15/1996 ⁽³⁾ 10/15/2006	Common Stock, par value \$0.01 per share 15,000
Stock Option (right to buy)	\$ 7.95	11/21/2005		M	10,000	10/15/1996 ⁽³⁾ 10/15/2006	Common Stock, par value \$0.01 per share 10,000
Stock Option (right to buy)	\$ 7.95	11/21/2005		M	15,000	10/15/1996 ⁽³⁾ 10/15/2006	Common Stock, par value \$0.01 per share 15,000
Stock Option (right to buy)	\$ 7.95	11/21/2005		M	25,000	10/15/1996 ⁽³⁾ 10/15/2006	Common Stock, par value \$0.01 per share 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPOERRY ROBERT F IM LANGACHER CH-8606 GREIFENSEE SWITZERLAND	X		Chairman, President and CEO	

Signatures

James Bellerjeau, Attorney
in Fact 11/22/2005

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2005.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) The options vested annually in five equal installments beginning on October 15, 1996.

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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