

METTLER TOLEDO INTERNATIONAL INC/
 Form 3
 June 01, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â von Arb Hans-Peter | | (Month/Day/Year) | METTLER TOLEDO INTERNATIONAL INC/ [MTD] | |
| (Last) | (First) | (Middle) | 06/01/2006 | |
| 1900 POLARIS PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| COLUMBUS,Â OHÂ 43240 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Head of Retail Division | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 1,500 ⁽⁶⁾ | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | Shares | | (I) (Instr. 5) | |
|-----------------------|---------------------------|------------|--|----------|-------------------|---|
| Employee Stock Option | 10/31/2002 ⁽¹⁾ | 04/30/2012 | Common Stock, par value \$0.01 per share 2,000 | \$ 45.91 | D | Â |
| Employee Stock Option | 11/07/2003 ⁽²⁾ | 05/06/2013 | Common Stock, par value \$0.01 per share 2,500 | \$ 33.23 | D | Â |
| Employee Stock Option | 08/27/2004 ⁽³⁾ | 02/27/2014 | Common Stock, par value \$0.01 per share 3,000 | \$ 37.56 | D | Â |
| Employee Stock Option | 10/28/2005 ⁽⁴⁾ | 04/28/2015 | Common Stock, par value \$0.01 per share 2,500 | \$ 47.95 | D | Â |
| Employee Stock Option | 04/11/2007 ⁽⁵⁾ | 10/11/2016 | Common Stock, par value \$0.01 per share 10,000 | \$ 61.4 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| von Arb Hans-Peter 1900 POLARIS PARKWAY COLUMBUS, OH 43240 | Â | Â | Â Head of Retail Division | Â |

Signatures

/s/ James Bellerjeau, Attorney
in Fact 06/01/2006

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Granted on October 31, 2001. All options vest annually in five equal installments beginning on the first anniversary of the date of grant.

(2) Granted on November 7, 2002. All options vest annually in five equal installments beginning on the first anniversary of the date of grant.

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- (3) Granted on August 27, 2003. All options vest annually in five equal installments beginning on the first anniversary of the date of grant.
- (4) Granted on October 28, 2004. All options vest annually in five equal installments beginning on the first anniversary of the date of grant.
- (5) Granted on April 11, 2006. All options vest annually in five equal installments beginning on the first anniversary of the date of grant.

- Represents restricted stock units for which shares of MTD common stock will be delivered upon satisfaction of applicable vesting
- (6) requirements. The restricted stock units vest annually in five equal installments beginning on the first anniversary of the date of grant. The date of grant was November 3, 2005.

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.