

SALICE THOMAS P
Form 5
January 19, 2006

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SALICE THOMAS P
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
METTLER TOLEDO
INTERNATIONAL INC/ [MTD]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting
(check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

65 EAST 55TH STREET
(Street)

NEW YORK, NY 10022
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	11/03/2005	^	A4	200 ⁽¹⁾ A \$ 0	273,900 ⁽²⁾	D	^
Common Stock, par value \$0.01 per share	12/23/2005	^	G	1,200 D \$ 0	272,700 ⁽³⁾	D	^
	12/30/2005	^	G	1,300 D \$ 0	271,400 ⁽⁴⁾	D	^

Common
Stock, par
value \$0.01
per share

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 Security (Instr. 3 and 4)
Stock Option (right to buy)	\$ 52.37	11/03/2005	Â	A4	3,000 Â	Date Exercisable: 11/03/2006 ⁽⁵⁾ Expiration Date: 11/03/2015	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SALICE THOMAS P 65 EAST 55TH STREET NEW YORK, NY 10022	Â X	Â	Â	Â

Signatures

James Bellerjeau, Power of Attorney
01/19/2006

**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) Represents restricted stock units for which shares of MTD common stock will be delivered upon satisfaction of applicable vesting requirements. The restricted stock units vest annually in five equal installments beginning on the first anniversary of the date of grant.

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- (2) Held jointly with spouse. Mr. Salice holds an additional 30,093 shares in a charitable trust with Mr. Salice and his spouse as joint trustees.
- (3) Held jointly with spouse. Mr. Salice holds an additional 31,293 shares in a charitable trust with Mr. Salice and his spouse as joint trustees.
- (4) Held jointly with spouse. Mr. Salice holds an additional 32,593 shares in a charitable trust with Mr. Salice and his spouse as joint trustees.
- (5) 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 provided 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.