

METTLER TOLEDO INTERNATIONAL INC/
Form 11-K
June 28, 2006
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-13595

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

METTLER-TOLEDO, INC.

ENHANCED RETIREMENT SAVINGS PLAN

1900 POLARIS PARKWAY

COLUMBUS, OH 43240-4035

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

METTLER-TOLEDO INTERNATIONAL INC.

IM LANGACHER

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P.O. BOX MT-100

CH8606 GREIFENSEE, SWITZERLAND

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METTLER-TOLEDO, INC.
ENHANCED RETIREMENT SAVINGS PLAN
Financial Statements
and
Supplemental Schedule
December 31, 2005 and 2004
with
Report of Independent Registered Public Accounting Firm

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METTLER-TOLEDO, INC.

ENHANCED RETIREMENT SAVINGS PLAN

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Report of Independent Registered Public Accounting Firm

To the Participants and Plan Administrator of

Mettler-Toledo, Inc. Enhanced Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits (modified cash basis) of Mettler-Toledo, Inc. Enhanced Retirement Savings Plan (the Plan) as of December 31, 2005 and 2004, and the related statement of changes in net assets available for benefits (modified cash basis) for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan has determined that it is not required, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2, the accompanying financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Mettler-Toledo, Inc. Enhanced Retirement Savings Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the years then ended, on a basis of accounting described in Note 2.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule (modified cash basis) of assets held for investment purposes is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the

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responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Clark, Schaefer, Hackett & Co.

Columbus, Ohio

May 24, 2006

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Mettler-Toledo, Inc. Enhanced Retirement Savings Plan

Statements of Net Assets Available for Benefits (Modified Cash Basis)

As of December 31, 2005 and 2004

| | 2005 | 2004 |
|-----------------------------------|----------------|----------------|
| Assets | | |
| Investments (Note 2) | \$ 135,936,675 | \$ 121,316,509 |
| Loans to participants | 1,891,540 | 1,825,972 |
| Net assets available for benefits | \$ 137,828,215 | \$ 123,142,481 |

See accompanying notes to financial statements.

Table of Contents**Mettler-Toledo, Inc. Enhanced Retirement Savings Plan****Statements of Changes in Net Assets Available for Benefits (Modified Cash Basis)****For the Years Ended December 31, 2005 and 2004**

| | 2005 | 2004 |
|--|----------------|----------------|
| Investment Activity | | |
| Dividends and interest | \$ 4,626,990 | \$ 3,122,851 |
| Net appreciation in fair value of investments | 3,938,200 | 8,945,815 |
| | 8,565,190 | 12,068,666 |
| Contributions | | |
| Employer | 5,183,796 | 4,976,459 |
| Participants' deferrals | 6,634,991 | 6,195,746 |
| Participants' rollovers | 779,860 | 627,575 |
| | 12,598,647 | 11,799,780 |
| Asset transfer in | 2,242,084 | 4,680 |
| | 23,405,921 | 23,873,126 |
| Deductions | | |
| Benefits paid to participants or beneficiaries | 8,603,215 | 8,614,251 |
| Administrative expenses | 116,972 | 29,029 |
| | 8,720,187 | 8,643,280 |
| Net increase in net assets | 14,685,734 | 15,229,846 |
| Net assets available for benefits, beginning of year | 123,142,481 | 107,912,635 |
| Net assets available for benefits, end of year | \$ 137,828,215 | \$ 123,142,481 |

See accompanying notes to financial statements.

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Mettler-Toledo, Inc. Enhanced Retirement Savings Plan

Notes to Financial Statements

1. Description of Plan

The following description of the Mettler-Toledo, Inc. Enhanced Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan is a qualified defined contribution plan covering eligible employees of adopting units (wholly-owned subsidiaries) and a safe harbor 401(k)/401(m) plan under IRC 401(k)(12) and 401(m)(11). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Employees become eligible to participate in the Plan on the first day of the calendar month following the date the employee meets the eligibility requirements, as defined.

Contributions

Each year, participants may contribute up to 50% of pretax annual compensation, as defined by the Plan. Participants who reach age 50 may elect to make catch-up contributions. Forfeitures may be used by Mettler-Toledo, Inc. (the Company) to reduce future contributions and/or to pay reasonable Plan expenses.

The Company contributes:

Safe Harbor Matching Contributions 100% of the first 3% of each participant's deferred compensation and 50% of the next 3% of each participant's deferred compensation. All participants who make pre-tax contributions are eligible for the matching contributions. There is no match for the participants' catch-up contributions.

Savings & Discretionary Contributions range from 1.5% to 2.0% of each participant's eligible compensation. Employees become eligible on the first day of the month following the one-year anniversary of employment. Participants must be employed on the last day of the Plan year to receive the contribution, with the exceptions of death, retirement, disability, or authorized leave.

Special Contributions the amount was determined by a participant's eligible pay as of December 31, 2001, the number of years of service until the participant's normal retirement, as defined by the plan, the number of years the participant worked with the Company and the level of the participant's benefits in the Mettler Toledo Retirement Plan. Employees became eligible if they were at least 45 years old and achieved 15 years of service with the Company as of December 31, 2001.

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Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and plan earnings, and is charged with an allocation of certain administrative expenses. Allocations are based on participant earnings or account balances, as defined. An annual loan maintenance fee is deducted from the respective accounts of those participants with outstanding loans. The investment funds' net investment earnings and changes in fair value are allocated to each participant's account on a daily basis. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Effective July 1, 2002, some units became immediately vested in the Plan. All other units continue to vest under the original vesting provisions. Participants are immediately vested in the Company's Safe Harbor Matching Contributions. Vesting in the Company's Savings Contributions and Special Contributions plus actual earnings thereon is based on whether the participant is employed at the end of the plan year.

Investment Options

Upon enrollment in the Plan, a participant can direct employee and employer contributions in 5% increments among the various investment options offered through Vanguard Fiduciary Trust Company (VFTC), the plan trustee. A participant may transfer amounts between investment options as of any business day.

Payment of Benefits

A participant's vested account will be distributed upon retirement, termination, disability or death. Distributions are made in lump-sum or equal annual installments not to exceed the employee's life expectancy. Upon death, the remaining balance shall be distributed in a lump sum within five years. Forfeitures, if any, are used to reduce employer contributions or pay Plan expenses. Participants may make a withdrawal during employment due to hardship as well as other allowable situations defined in the plan document. Hardship withdrawals are subject to approval by the Pension Committee and must meet the criteria for hardship under Section 401(k) of the Internal Revenue Code (IRC).

2. Summary of Significant Accounting Policies

The following are the significant accounting policies followed by the Plan.

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. The differences between the modified cash basis and accounting principles generally accepted in the United States of America are that contributions and interest and dividend income are recognized when received.

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Investment Valuation and Income Recognition

Under the terms of a trust agreement between the Company and VFTC, the trustee invests Trust assets at the direction of the plan participants. The trustee has reported to the Company the trust fund investments and the trust transactions at both cost and fair value. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Units of the Retirement Savings Trust, a common/collective trust, are valued at net asset value at year-end. The Company stock fund is valued at its year-end unit closing price (comprised of year-end market price plus uninvested cash position). Loans to participants are stated at unpaid principal, which approximates fair value. Realized and unrealized gains and losses are reflected as net appreciation (depreciation) in fair value of investments in the statement of changes in net assets available for benefits.

Interest charged to participants for participant loans is reviewed annually by the Plan administrator and is to be comparable to commercial lending rates on bank loans secured by certificates of deposit in the area at the time the loan is made. Loans may not exceed the lesser of 50% of a participant's vested account balance or \$50,000. The repayment period may not exceed five years. Each loan is secured by the remaining balance in the participant's account.

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recognized when received. Capital gain distributions are included in dividend income.

Contributions

Participant and employer contributions are recognized when received by the trustee.

Payment of Benefits

Benefits are recognized when paid.

Forfeitures

The portion of a participant's account which is forfeited due to termination of employment for reasons other than retirement, disability or death is used to reduce the Company's future contributions or pay Plan expenses. Forfeitures were used to reduce plan expenses by \$112,432 and \$24,569 in 2005 and 2004, respectively. At December 31, 2005 and 2004, forfeited, nonvested accounts totaled \$23,860 and \$78,836, respectively.

Administrative Expenses

Fees for portfolio management of VFTC funds are paid directly from fund earnings. Recordkeeping fees are paid by the Company. Audit fees are either paid by the Company or from the forfeiture account. Should the Company elect not to pay all or part of such expenses, the trustee then pays these expenses from the Plan assets. Expenses are recognized when paid.

Table of Contents**Use of Estimates**

The preparation of the Plan's financial statements in conformity with a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America, requires the plan administrator to make certain estimates and assumptions that affect the reported amounts of net assets available for benefits and, when applicable, disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of changes in net assets available for benefits during the reporting period. Actual results could differ significantly from those estimates.

Risk and Uncertainties

The Plan provides various investment options in any combination of stocks, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits.

3. Investments

The following investments represent 5% or more of net assets available for benefits at December 31, 2005 and 2004:

| | 2005 | 2004 |
|-------------------------------------|---------------|---------------|
| Investments at fair value | | |
| Vanguard 500 Index Fund | \$ 20,739,976 | \$ 20,017,085 |
| Vanguard PRIMECAP Fund | 12,509,739 | 11,833,469 |
| Vanguard Windsor II Fund | 8,195,452 | 7,205,853 |
| Vanguard Wellington Fund | 7,040,446 | 6,704,298 |
| Investment at contract value | | |
| Vanguard Retirement Savings Trust | 29,515,430 | 27,630,808 |

4. Transactions with Parties-in-Interest

The Plan invests in shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company (VFTC). VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

Participants may select Company stock as an investment option. The amounts of Company stock held at December 31, 2005 and 2004 were \$1,493,362 and \$1,292,086, respectively. The Company stock appreciated \$101,717 and \$215,967 in 2005 and 2004, respectively.

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5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will immediately become 100% vested in their accounts.

6. Tax Status

The Plan obtained its latest determination letter on December 1, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

7. Asset Transfer In

Effective as of January 1, 2004, employees of Ohaus Corp. and Safeline, Inc., wholly-owned subsidiaries of the Company, began participating in the Plan. Assets of the prior plans of these companies were transferred into the Plan on December 31, 2003. A residual balance of \$4,495 that was left in Ohaus was deposited into the Plan during 2004. A transfer of \$185 was a transfer from the Defined Contribution Plan to the Plan in 2004 and represented residual earnings from these 2003 transfers.

Effective as of July 1, 2005, all employees of Exact Equipment Corporation, wholly-owned subsidiary of the Company, became the employees of Mettler-Toledo, Inc. and began participating in the Plan. Assets of the prior plan of the companies were transferred into the Plan on August 1, 2005 in the amount of \$2,242,099. Due to an over deposit from the 2004 transfer in, \$15 was returned to Ohaus.

8. Withdrawing Participants

As of December 31, 2005 and 2004, vested benefits amounting to \$52,267 and \$105,502, respectively, were allocated to accounts of terminated participants who had elected to withdraw from the Plan but had not been paid.

9. Employer Contribution Receivable

During 2005, the Company identified several participants that did not receive the correct amount of employer contributions due to errors in determining eligible compensation or in the calculation of the correct employer contribution during 2002 through 2005. The Company will be depositing additional employer contributions plus lost earnings of approximately \$94,000 in 2006 to correct the error.

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EIN : 34-1538688; PIN: 031

Schedule of Assets (Held at End of Year) (Modified Cash Basis)

Form 5500, Schedule H, Line 4(i)

December 31, 2005

| (a) | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value | (d) | |
|-----|--|---|------|------------------------|
| | | | Cost | Fair/contract value |
| * | Vanguard | 500 Index Fund | ** | \$ 20,739,976 |
| * | Vanguard | Asset Allocation Fund | ** | 1,196,630 |
| * | Vanguard | Balance Index Fund | ** | 341,031 |
| * | Vanguard | Capital Opportunity | ** | 3,320,050 |
| * | Vanguard | Convertible Securities Fund | ** | 33,792 |
| * | Vanguard | Dividend Growth Fund | ** | 62,132 |
| * | Vanguard | Emerging Markets Stock Index Fund | ** | 280,031 |
| * | Vanguard | Energy Fund | ** | 629,902 |
| * | Vanguard | Equity Income Fund | ** | 604,317 |
| * | Vanguard | European Stock Index Fund | ** | 184,379 |
| * | Vanguard | Explorer Fund | ** | 3,091,430 |
| * | Vanguard | Extended Market Index Fund | ** | 110,421 |
| * | Vanguard | Global Equity Fund | ** | 268,445 |
| * | Vanguard | GNMA Investor Shares | ** | 876,625 |
| * | Vanguard | Growth & Income Fund | ** | 1,417,892 |
| * | Vanguard | Growth Index Fund | ** | 1,470,581 |
| * | Vanguard | Health Care Fund | ** | 5,333,237 |
| * | Vanguard | High-Yield Corporate Fund | ** | 831,266 |
| * | Vanguard | Intermediate Term Corporate Fund | ** | 809,987 |
| * | Vanguard | International Growth Fund | ** | 3,314,173 |
| * | Vanguard | International Value Fund | ** | 963,363 |
| * | Vanguard | LifeStrategy Conservative Growth Fund | ** | 590,452 |
| * | Vanguard | LifeStrategy Growth Fund | ** | 4,612,469 |
| * | Vanguard | LifeStrategy Income Fund | ** | 432,933 |
| * | Vanguard | LifeStrategy Moderate Growth Fund | ** | 3,900,215 |
| * | Vanguard | Long Term Corporate Fund | ** | 1,475,209 |
| * | Vanguard | Mid-Cap Index Fund | ** | 995,553 |
| * | Vanguard | Morgan Growth Fund | ** | 672,521 |
| * | Vanguard | Pacific Stock Index Fund | ** | 102,194 |
| * | Vanguard | Prime Money Market Fund | ** | 763,160 |
| * | Vanguard | PRIMECAP Fund | ** | 12,509,739 |
| * | Vanguard | REIT Index Fund | ** | 2,592,984 |
| * | Vanguard | Retirement Savings Trust | ** | 29,515,430 |
| * | Vanguard | Select Value Fund | ** | 1,828,731 |
| * | Vanguard | Short Term Federal Fund | ** | 278,035 |
| * | Vanguard | Small-Cap Index Fund | ** | 1,373,931 |
| * | Vanguard | Star Fund | ** | 111,054 |
| * | Vanguard | Strategic Equity Fund | ** | 1,590,805 |
| * | Vanguard | Total Bond Market Index Fund | ** | 2,149,560 |
| * | Vanguard | Total International Stock Index Fund | ** | 801,890 |

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| | | | |
|----------------------|---|-----|----------------|
| * Vanguard | Total Stock Market Index Fund | ** | 2,885,909 |
| * Vanguard | U.S. Growth Fund | ** | 2,331,697 |
| * Vanguard | Value Index Fund | ** | 735,904 |
| * Vanguard | Wellesley Income Fund | ** | 1,077,380 |
| * Vanguard | Wellington Fund | ** | 7,040,446 |
| * Vanguard | Windsor II Fund | ** | 8,195,452 |
| Mettler-Toledo, Inc. | Mettler - Toledo Stocks - 27,054 shares | ** | 1,493,362 |
| Participant Loans | Various ranging from 4.1 % to 8.5% | -0- | 1,891,540 |
| Total | | | \$ 137,828,215 |

* Denotes party-in-interest

** Cost omitted for participant directed investments

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on the Plan's behalf by the undersigned hereunto duly authorized.

Date: June 29, 2006

**METTLER TOLEDO, INC.
ENHANCED RETIREMENT SAVINGS PLAN**

/s/ Shawn P. Vadala
Shawn P. Vadala
Plan Administrator

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METTLER- TOLEDO, INC. ENHANCED RETIREMENT SAVINGS PLAN

ANNUAL REPORT ON FORM 11-K FOR FISCAL YEAR ENDED DECEMBER 31, 2005

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