

Kirchhoff David
Form 4
March 20, 2012

FORM 4

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

OMB APPROVAL

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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 *
Kirchhoff David

2. Issuer Name and Ticker or Trading Symbol
WEIGHT WATCHERS
INTERNATIONAL INC [WTW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11 MADISON AVE., 17TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

NEW YORK, NY 10010

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

(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 (A) or (D) Price			
Common Stock	03/16/2012		M	37,500 A \$ 53.03	77,349	D	
Common Stock	03/16/2012		M	37,500 A \$ 42.08	114,849	D	
Common Stock	03/16/2012		M	5,275 A \$ 52.12	120,124	D	
Common Stock	03/16/2012		S ⁽¹⁾	61,165 D \$ 80.68	58,959	D	
Common Stock	03/16/2012		S ⁽¹⁾	300 D \$ 81.28	58,659	D	

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(3)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
					Acquired (A)	or Disposed of (D)	Date Exercisable	Expiration Date		
Non-Qualified Stock Option (right to buy)	\$ 53.03	03/16/2012		M	V	(A) 37,500	(D)	(4) 07/14/2015	Common Stock	37,500
Non-Qualified Stock Option (right to buy)	\$ 42.08	03/16/2012		M	V	(A) 37,500	(D)	(5) 05/22/2016	Common Stock	37,500
Non-Qualified Stock Option (right to buy)	\$ 52.12	03/16/2012		M	V	(A) 5,275	(D)	(6) 12/31/2016	Common Stock	5,275

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirchhoff David 11 MADISON AVE., 17TH FLOOR NEW YORK, NY 10010	X		President & CEO	

Signatures

Stephanie Delavale, as Attorney-In-Fact for David Kirchhoff 03/20/2012

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person.

This transaction was executed in multiple trades at prices ranging from \$80.23 to \$81.08. The price reported above reflects the weighted

(2) average sales price. The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

This transaction was executed in multiple trades at prices ranging from \$81.27 to \$81.29. The price reported above reflects the weighted

(3) average sales price. The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) Options for 37,500 shares were granted on July 14, 2005 and vested on the following schedule: 20% on July 14, 2006, 20% on July 14, 2007, 20% on July 14, 2008, 20% on July 14, 2009 and 20% on July 14, 2010.

(5) Options for 37,500 shares were granted on May 22, 2006 and vested on the following schedule: 20% on May 22, 2007, 20% on May 22, 2008, 20% on May 22, 2009, 20% on May 22, 2010 and 20% on May 22, 2011.

(6) Options for 112,500 shares were granted on December 31, 2006 and vested on the following schedule: 20% on December 31, 2007, 20% on December 31, 2008, 20% on December 31, 2009, 20% on December 31, 2010 and 20% on December 31, 2011.

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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