

WEIGHT WATCHERS INTERNATIONAL INC

Form 4

April 08, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Semmelbauer Thilo

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 AVENUE, 17TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
04/07/2008

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
COO

(Street)
NEW YORK, NY 10010

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 36.71	04/07/2008	M		100		05/12/2005 ⁽¹⁾	05/12/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 36.71	04/08/2008	M		500		05/12/2005 ⁽¹⁾	05/12/2014	Common Stock	50
Non-Qualified Stock Option (right to buy)	\$ 36.71	04/08/2008	M		300		05/12/2005 ⁽¹⁾	05/12/2014	Common Stock	30
Non-Qualified Stock Option (right to buy)	\$ 36.71	04/08/2008	M		100		05/12/2005 ⁽¹⁾	05/12/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 36.71	04/08/2008	M		300		05/12/2005 ⁽¹⁾	05/12/2014	Common Stock	30
Non-Qualified Stock Option (right to buy)	\$ 36.71	04/08/2008	M		100		05/12/2005 ⁽¹⁾	05/12/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 36.71	04/08/2008	M		200		05/12/2005 ⁽¹⁾	05/12/2014	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 36.71	04/08/2008	M		200		05/12/2005 ⁽¹⁾	05/12/2014	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 36.71	04/08/2008	M		200		05/12/2005 ⁽¹⁾	05/12/2014	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 36.71	04/08/2008	M		100		05/12/2005 ⁽¹⁾	05/12/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 36.71	04/08/2008	M		100		05/12/2005 ⁽¹⁾	05/12/2014	Common Stock	10
	\$ 36.71	04/08/2008	M		200		05/12/2005 ⁽¹⁾	05/12/2014		20

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Non-Qualified
Stock Option
(right to buy)

\$ 36.71

04/08/2008

M

156 05/12/2005⁽¹⁾ 05/12/2014

Common
Stock

15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Semmelbauer Thilo 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010			COO	

Signatures

Thilo
Semmelbauer 04/08/2008

**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) Options for 100,000 shares were granted on May 12, 2004 that vest on the following schedule: 20% on May 12, 2005; 20% on May 12, 2006; 20% on May 12, 2007; 20% on May 12, 2008; 20% on May 12, 2009.

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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