

WEIGHT WATCHERS INTERNATIONAL INC

Form 3

March 28, 2005

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
Â Burke Russell
(Month/Day/Year)
03/18/2005

(Last) (First) (Middle)

175 CROSSWAYS PARK WEST

(Street)

WOODBURY,Â NYÂ 11797-2055

(City) (State) (Zip)

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10%
Owner

X Officer ____ Other
(give title below) (specify below)
VP Australasia

6. Individual or Joint/Group
Filing(Check Applicable Line)
 X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

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)

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

SEC 1473 (7-02)

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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)

Date Exercisable Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Non-Qualified Stock Option (right to buy)	06/09/2005 ⁽¹⁾	06/09/2014	Common Stock	25,000	\$ 36.7	D	Â
Non-Qualified Stock Option (right to buy)	03/18/2006 ⁽²⁾	03/18/2015	Common Stock	37,500	\$ 41.99	D	Â
Non-Qualified Stock Option (right to buy)	12/29/2007	03/11/2010	Common Stock	7,500	\$ 42.36	D	Â
Restricted Stock Unit Award	12/29/2007	12/29/2007	Common Stock	625	\$ 0	D	Â
Restricted Stock Unit Award	03/18/2010	03/18/2010	Common Stock	3,125	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burke Russell 175 CROSSWAYS PARK WEST WOODBURY, NY 11797-2055	Â	Â	Â VP Australasia	Â

Signatures

Russell J. Burke 03/24/2005

__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) Options for 25,000 shares were granted on June 9, 2004 that vest on the following schedule: 20% on June 9, 2005; 20% on June 9, 2006; 20% on June 9, 2007; 20% on June 9, 2008; 20% on June 9, 2009.
- (2) Options for 37,500 shares were granted on March 18, 2005 that vest on the following schedule: 20% on March 18, 2006; 20% on March 18, 2007; 20% on March 18, 2008; 20% on March 18, 2009; 20% on March 18, 2010.

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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