

WEIGHT WATCHERS INTERNATIONAL INC  
 Form 4  
 November 18, 2014

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

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 \*  
 Chambers James R

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)  
 675 AVENUE OF THE AMERICAS, 6TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/14/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)
(Instr. 3) Price of Derivative Security (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

Table with columns: Security or Exercise Price of Derivative Security, any (Month/Day/Year), Code (Instr. 8), Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5), Date Exercisable, Expiration Date, Title, Amount or Number of Shares. Row: Restricted Stock Unit Award, \$ 0 (1), 11/14/2014, A, 78,740, 11/14/2017(2), 11/14/2017, Common Stock, 78,740

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chambers James R
675 AVENUE OF THE AMERICAS, 6TH FLOOR X President and CEO
NEW YORK, NY 10010

Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for James R. Chambers

11/18/2014

\*\*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) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
(2) Restricted Stock Units granted on November 14, 2014 will vest 100% on November 14, 2017.

Remarks:

See attached EX-24 Power of Attorney of James R. Chambers.

Note: File three copies of this Form, one of which must be manually signed. If space 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.