

SARDINI ANN
Form 4
May 03, 2007

FORM 4

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

OMB APPROVAL

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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 *
SARDINI ANN

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)
05/01/2007

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

(Street)
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 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)	Code	V	Amount	(D)	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 of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	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)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ac or N of Sh
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M		1,600		12/30/2005 ⁽¹⁾	01/12/2008	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M		900		12/30/2005 ⁽¹⁾	01/12/2008	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M		1,140		12/30/2005 ⁽¹⁾	01/12/2008	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M		100		12/30/2005 ⁽¹⁾	01/12/2008	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M		1,300		12/30/2005 ⁽¹⁾	01/12/2008	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M		800		12/30/2005 ⁽¹⁾	01/12/2008	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M		4,800		12/30/2005 ⁽¹⁾	01/12/2008	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M		700		12/30/2005 ⁽¹⁾	01/12/2008	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M		1,000		12/30/2005 ⁽¹⁾	01/12/2008	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M		200		12/30/2005 ⁽¹⁾	01/12/2008	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M		400		12/30/2005 ⁽¹⁾	01/12/2008	Common Stock	
Non-Qualified	\$ 42.27	05/01/2007	M		300		12/30/2005 ⁽¹⁾	01/12/2008	Common	

Stock Option (right to buy)								Stock
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M	700	12/30/2005 ⁽¹⁾	01/12/2008		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.27	05/01/2007	M	900	12/30/2005 ⁽¹⁾	01/12/2008		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SARDINI ANN 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010			CFO	

Signatures

Ann Sardini 05/03/2007

__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 20,000 shares were granted on January 13, 2003 and vested at 100% on December 30, 2005.

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