WEIGHT WATCHERS INTERNATIONAL INC
Form 4
April 02, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Semmelbauer Thilo

(Last) (First) (Middle)

11 MADISON AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
COO

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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/01/2008		M		300	A	$ 36.71	1,056	D	
Common Stock	04/01/2008		S(1)		300	D	$ 46.9	756	D	
Common Stock	04/01/2008		M		100	A	$ 36.71	856	D	
Common Stock	04/01/2008		S(1)		100	D	$ 46.89	756	D	
Common Stock	04/01/2008		M		100	A	$ 36.71	856	D	

Common Stock	04/01/2008	S[(1)]	100	D	$ 46.83	756	D
Common Stock	04/01/2008	M	100	A	$ 36.71	856	D
Common Stock	04/01/2008	S[(1)]	100	D	$ 46.77	756	D
Common Stock	04/01/2008	M	100	A	$ 36.71	856	D
Common Stock	04/01/2008	S[(1)]	100	D	$ 46.63	756	D
Common Stock	04/01/2008	M	100	A	$ 36.71	856	D
Common Stock	04/01/2008	S[(1)]	100	D	$ 46.59	756	D
Common Stock	04/01/2008	M	300	A	$ 36.71	1,056	D
Common Stock	04/01/2008	S[(1)]	300	D	$ 46.56	756	D
Common Stock	04/01/2008	M	500	A	$ 36.71	1,256	D
Common Stock	04/01/2008	S[(1)]	500	D	$ 46.55	756	D
Common Stock	04/01/2008	M	600	A	$ 36.71	1,356	D
Common Stock	04/01/2008	S[(1)]	600	D	$ 46.525	756	D
Common Stock	04/01/2008	M	100	A	$ 36.71	856	D
Common Stock	04/01/2008	S[(1)]	100	D	$ 46.5	756	D
Common Stock	04/01/2008	M	200	A	$ 36.71	956	D
Common Stock	04/01/2008	S[(1)]	200	D	$ 46.49	756	D
Common Stock	04/01/2008	M	400	A	$ 36.71	1,156	D
Common Stock	04/01/2008	S[(1)]	400	D	$ 46.46	756	D
Common Stock	04/01/2008	M	1,300	A	$ 36.71	2,056	D
	04/01/2008	S[(1)]	1,300	D	$ 46.45	756	D

Common Stock								
Common Stock	04/01/2008	M	200	A	$ 36.71	956	D	
Common Stock	04/01/2008	S[(1)]	200	D	$ 46.43	756	D	
Common Stock	04/01/2008	M	400	A	$ 36.71	1,156	D	
Common Stock	04/01/2008	S[(1)]	400	D	$ 46.4	756	D	

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sh
Non-Qualified Stock Option (right to buy)	$ 36.71	03/31/2008		M			300	05/12/2005[(2)]	05/12/2014	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 36.71	03/31/2008		M			1,000	05/12/2005[(2)]	05/12/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	$ 36.71	03/31/2008		M			400	05/12/2005[(2)]	05/12/2014	Common Stock	
Non-Qualified Stock Option (right to buy)	$ 36.71	03/31/2008		M			700	05/12/2005[(2)]	05/12/2014	Common Stock	
Non-Qualified Stock Option	$ 36.71	03/31/2008		M			400	05/12/2005[(2)]	05/12/2014	Common Stock	

(right to buy)							
Non-Qualified Stock Option (right to buy)	$ 36.71	03/31/2008	M	700	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	03/31/2008	M	100	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	03/31/2008	M	500	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	03/31/2008	M	400	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	03/31/2008	M	100	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	03/31/2008	M	100	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	03/31/2008	M	100	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	03/31/2008	M	200	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008	M	100	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008	M	100	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008	M	300	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008	M	100	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008	M	100	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008	M	100	05/12/2005[(2)]	05/12/2014	Common Stock

Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008		M	100	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008		M	100	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008		M	300	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008		M	500	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008		M	600	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008		M	100	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008		M	200	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008		M	400	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008		M	1,300	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008		M	200	05/12/2005[(2)]	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	$ 36.71	04/01/2008		M	400	05/12/2005[(2)]	05/12/2014	Common Stock

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	04/02/2008
**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) The sale was made pursuant to a previously adopted trading plan dated February 21, 2008 intended to comply with Rule 10b5-1. The plan was adopted to exercise stock options to diversify my holdings for financial and estate planning purposes.

(2) 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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