Burwick David A Form 4 June 03, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Burwick David A

WEIGHT WATCHERS INTERNATIONAL INC [WTW]

(Check all applicable)

10% Owner

Other (specify

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

11 MADISON AVE., 17TH FLOOR

(Street)

06/02/2011

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

President, North America

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

_X__ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

NEW YORK, NY 10010

(City)	(State)	(Zip) Tab	ole I - Non-	-Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	omr Dispos (Instr. 3,	ed of		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)
Common Stock	06/02/2011		M	25,000	A	\$ 26.73	25,000	D	
Common Stock	06/02/2011		S	14,300	D	\$ 77.4797 (1)	10,700	D	
Common Stock	06/02/2011		S	1,200	D	\$ 78.0983 (2)	9,500	D	
Common Stock	06/02/2011		S	9,200	D	\$ 79.4812 (3)	300	D	

Edgar Filing: Burwick David A - Form 4

Common Stock S 300 D 80.0023 0 D Stock S 300 D 80.0023 0 D

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 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 26.73	06/02/2011		M	25,000	<u>(5)</u>	04/30/2020	Common Stock	25,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Burwick David A 11 MADISON AVE., 17TH FLOOR NEW YORK, NY 10010

President, North America

Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for David A.

Burwick

06/03/2011

**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).
- This transaction was executed in multiple trades at prices ranging from \$76.84 to \$77.80. The price reported above reflects the weighted (1) average sales price. The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(2)

Reporting Owners 2

Edgar Filing: Burwick David A - Form 4

This transaction was executed in multiple trades at prices ranging from \$77.84 to \$78.63. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- This transaction was executed in multiple trades at prices ranging from \$78.96 to \$79.94. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- This transaction was executed in multiple trades at prices ranging from \$79.995 to \$80.02. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- Options for 150,000 shares were granted on April 30, 2010 and vest proportionately over three years on each anniversary of the grant date.

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.