

WEIGHT WATCHERS INTERNATIONAL INC

Form 4

May 14, 2008

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 *
Semmelbauer Thilo

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
COO

11 MADISON AVENUE, 17TH FLOOR

(Street)

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

NEW YORK, NY 10010

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 05/13/2008 | | M | | 444 A \$ 36.71 | 1,200 | D |
| Common Stock | 05/13/2008 | | S ⁽¹⁾ | | 444 D \$ 44 | 756 | D |
| Common Stock | 05/13/2008 | | M | | 100 A \$ 36.71 | 856 | D |
| Common Stock | 05/13/2008 | | S ⁽¹⁾ | | 100 D \$ 44.02 | 756 | D |
| Common Stock | 05/13/2008 | | M | | 100 A \$ 36.71 | 856 | D |

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| | | | | | | | |
|--------------|------------|-------------------------|-----|---|----------|-------|---|
| Common Stock | 05/13/2008 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 44.05 | 756 | D |
| Common Stock | 05/13/2008 | M | 300 | A | \$ 36.71 | 1,056 | D |
| Common Stock | 05/13/2008 | <u>S</u> ⁽¹⁾ | 300 | D | \$ 44.06 | 756 | D |
| Common Stock | 05/13/2008 | M | 500 | A | \$ 36.71 | 1,256 | D |
| Common Stock | 05/13/2008 | <u>S</u> ⁽¹⁾ | 500 | D | \$ 44.08 | 756 | D |
| Common Stock | 05/13/2008 | M | 200 | A | \$ 36.71 | 956 | D |
| Common Stock | 05/13/2008 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 44.09 | 756 | D |
| Common Stock | 05/13/2008 | M | 200 | A | \$ 36.71 | 956 | D |
| Common Stock | 05/13/2008 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 44.1 | 756 | D |
| Common Stock | 05/13/2008 | M | 200 | A | \$ 36.71 | 956 | D |
| Common Stock | 05/13/2008 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 44.2 | 756 | D |
| Common Stock | 05/13/2008 | M | 200 | A | \$ 36.71 | 956 | D |
| Common Stock | 05/13/2008 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 44.21 | 756 | D |
| Common Stock | 05/13/2008 | M | 100 | A | \$ 36.71 | 856 | D |
| Common Stock | 05/13/2008 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 44.25 | 756 | D |
| Common Stock | 05/13/2008 | M | 100 | A | \$ 36.71 | 856 | D |
| Common Stock | 05/13/2008 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 44.26 | 756 | D |
| Common Stock | 05/13/2008 | M | 100 | A | \$ 36.71 | 856 | D |
| Common Stock | 05/13/2008 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 44.3 | 756 | 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

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(9-02)

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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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 05/13/2008 | | M | 444 | 05/12/2005 ⁽²⁾ 05/12/2014 | Common Stock | 444 |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 05/13/2008 | | M | 100 | 05/12/2005 ⁽²⁾ 05/12/2014 | Common Stock | 100 |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 05/13/2008 | | M | 100 | 05/12/2005 ⁽²⁾ 05/12/2014 | Common Stock | 100 |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 05/13/2008 | | M | 300 | 05/12/2005 ⁽²⁾ 05/12/2014 | Common Stock | 300 |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 05/13/2008 | | M | 500 | 05/12/2005 ⁽²⁾ 05/12/2014 | Common Stock | 500 |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 05/13/2008 | | M | 200 | 05/12/2005 ⁽²⁾ 05/12/2014 | Common Stock | 200 |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 05/13/2008 | | M | 200 | 05/12/2005 ⁽²⁾ 05/12/2014 | Common Stock | 200 |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 05/13/2008 | | M | 200 | 05/12/2005 ⁽²⁾ 05/12/2014 | Common Stock | 200 |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 05/13/2008 | | M | 200 | 05/12/2005 ⁽²⁾ 05/12/2014 | Common Stock | 200 |

| | | | | | | | | |
|---|----------|------------|---|-----|---------------------------|------------|-----------------|----|
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 05/13/2008 | M | 100 | 05/12/2005 ⁽²⁾ | 05/12/2014 | Common Stock | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 05/13/2008 | M | 100 | 05/12/2005 ⁽²⁾ | 05/12/2014 | Common Stock | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 05/13/2008 | M | 100 | 05/12/2005 ⁽²⁾ | 05/12/2014 | Common Stock | 10 |

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 05/14/2008

**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. 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.