

Kirchhoff David
 Form 3/A
 February 24, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Kirchhoff David
 (Last) (First) (Middle)

11 MADISON AVENUE,Â 17TH FLOOR

(Street)

NEW YORK,Â NYÂ 10010

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 08/23/2005

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 President & CEO WW.com

5. If Amendment, Date Original Filed(Month/Day/Year)
 08/24/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date

Title Amount or Number of Shares

						(I) (Instr. 5)	
Restricted Stock Unit Award	09/15/2005 ⁽¹⁾	06/15/2008	Common Stock	31,027	\$ 0	D	Â
Restricted Stock Unit Award	07/14/2008 ⁽²⁾	07/14/2008	Common Stock	1,250	\$ 0	D	Â
Restricted Stock Unit Award	07/14/2006 ⁽³⁾	07/14/2010	Common Stock	3,125	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirchhoff David 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010	Â	Â	Â President & CEO WW.com	Â

Signatures

David Kirchhoff 02/24/2006

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 31,027 Restricted Stock Units granted on July 5, 2005 will vest quarterly starting on September 15, 2005 with the last vest date on June 15, 2008.
- (2) 1,250 Restricted Stock Units granted on July 14, 2005 will vest on July 14, 2008.
- (3) 3,125 Restricted Stock Units granted on July 14, 2005 will vest on the following schedule: 20% on July 14, 2006, 20% on July 14, 2007, 20% on July 14, 2008, 20% on July 14, 2009, 20% on July 14, 2010.

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Remarks:

This amendment relates to the Restricted Stock Units granted to Mr. Kirchhoff that were recorded

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.