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PENN SCOTT
Form 4
January 24, 2003

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
FORM 5 OBLIGATIONS MAY
CONTINUE. SEE
INSTRUCTION 1(b).
(Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol	6. R
Penn	Scott		Weight Watchers International, Inc.	--
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year 01/23/03
c/o Weight Watchers International, Inc. 175 Crossways Park West				7.
(Street)				5. If Amendment, Date of Original (Month/Day/Year)
Woodbury New York 11797				

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR TRANSFERRED							
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 Reporting Transaction (Instr. 3 and 4)	
			Code	V	Amount	(A) or (D)	Price
Common Stock, no par value	01/23/03		M		65,875	A	\$2.125
Common Stock, no par value	01/23/03		M		16,469	A	\$2.125

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2002; 12.5% on January 3, 2003; and 12.5% on January 1, 2004.