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MCSORLEY RICHARD
 Form 4
 March 19, 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
McSorley	Richard		Weight Watchers International, Inc. (WTW)	--
(Last)	(First)	(Middle)		X
c/o Weight Watchers International Inc. 175 Crossways Park West			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year March 19, 2003
(Street)				Chief
Woodbury	New York	11797		7.
(City)	(State)	(Zip)		X

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Security Benefici Owned Fo ing Repo Transact (Instr. and 4)
				(A) or (D)	Price
				Code V	Amount

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Title Amount or
 Number of
 Shares

Common Stock, 20,000 195,865 D
no par value See Note 1

Explanation of Responses:

Note 1: Explanation of Responses: 1) Options for 94,107 shares were granted on May 7, 2001 that vest on the following schedule: 20% on January 16, 2002; 20% on January 16, 2003; 20% on January 16, 2004; 20% on January 16, 2005; and 20% on January 16, 2006. Options for 188,215 shares were granted on May 7, 2001 that, subject to meeting certain EBITDA targets, vest on the following schedule: 25% on May 7, 2001; 25% on December 28, 2002; 25% on January 3, 2003; 12.5% on January 1, 2004; and 12.5% on December 31, 2005.

 /s/ Richard McSorley 03/19/03

**Signature of Reporting Person Date
Richard McSorley

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

* 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).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, SEE Instruction 6 for procedure.

<http://www.sec.gov/division/corpfin/forms/form4.htm>
LAST UPDATE: 09/05/2002