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PENN SCOTT 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 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 Add	ress of Repor	ting Person*	2. Issuer Name AND Ticker or Trading Symbol 6			
Penn	Scott	Weight Watchers International, Inc. (WTW)				
(Last) (First) (Middle) c/o Weight Watchers International, Inc. 175 Crossways Park West		tional, Inc.	Number of Reporting Month/Day/Year			
Wo	(Street)	rk 11797	5. If Amendment, Date of Original (Month/Day/Year)			
(City)	(State)	(Zip)	TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED,			
	action) Date (Month/	Execution Date, if any (Month/	Trans- 4. Securities Acquired (A) 5. Amoun action or Disposed of (D) Secur Code (Instr. 3, 4 and 5) Benef (Instr. 8) Owned ing R			
	Day/ Year)		(A) or (Inst Code V Amount (D) Price and			

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FORM 4 (CONTINUED) TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES) 1. Title of Derivative Security 2. Conver- 3. Trans- 3A. Deemed 4. Transac- 5. Number sion or action Execution tion Code ative Exercise Date Date, (Instr. 8) quired price of (Month/ if any posed Deriv- Day/ (Month/ (Instr. 8) Day/ (Month/ Coordinate Price of Page Page) (Instr. 3) Security Year) Code V (A) ______ \$42.27 3-17-03 Options (right to buy) A 10,000 _____ Options (right to buy) 7. Title and Amount of 8. Price of Underlying Securities Derivative Security (Instr. 3 and 4)

(Instr. 5)

Beneficially Owned Direct (D) or (Instr. 4)

Reported (Instr. 4) Transaction(s) (Instr. 4) Title Amount or Number of

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Shares

Common no par	Stock, value	10,000	42,937	D
Common no par	Stock, value		8,235	I

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.

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

/s/ S