

Kossover Amy  
 Form 4  
 May 17, 2012

**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 \*  
 Kossover Amy

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Sr VP Corp Fin, Controller, PAO

(Last) (First) (Middle)  
 11 MADISON AVE., 17TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/15/2012  
 4. If Amendment, Date Original Filed (Month/Day/Year)

NEW YORK, NY 10010  
 (City) (State) (Zip)

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                                | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable          | Expiration Date | Title        | Number of Shares |
|---|------------------------------|------------------|------------|--|------|---|-----|-----|---------------------------|-----------------|--------------|------------------|
| Non-Qualified Stock Option (right to buy) | \$ 57.69                     | 05/15/2012       | A          | 5,468  |      |   |     |     | 05/15/2015 <sup>(1)</sup> | 05/15/2022      | Common Stock | 5                |
| Restricted Stock Unit Award               | \$ 0 <sup>(2)</sup>          | 05/15/2012       | A          | 559  |      |   |     |     | 05/15/2015 <sup>(3)</sup> | 05/15/2015      | Common Stock |                  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Kossover Amy<br>11 MADISON AVE., 17TH FLOOR<br>NEW YORK, NY 10010 |               |           | Sr VP Corp Fin, Controller, PAO |       |

## Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for Amy Kossover

05/17/2012

\*\*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) Non-qualified stock options granted on May 15, 2012 will vest at 100% on May 15, 2015.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
- (3) Restricted Stock Units granted on May 15, 2012 will vest at 100% on May 15, 2015.

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.