

WEIGHT WATCHERS INTERNATIONAL INC

Form 4

May 14, 2008

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 *
Semmelbauer Thilo

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

11 MADISON AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
COO

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
			Code	V	Amount or Price		
Common Stock	05/13/2008		M		444 A \$ 36.71	1,200	D
Common Stock	05/13/2008		S ⁽¹⁾		444 D \$ 44	756	D
Common Stock	05/13/2008		M		100 A \$ 36.71	856	D
Common Stock	05/13/2008		S ⁽¹⁾		100 D \$ 44.02	756	D
Common Stock	05/13/2008		M		100 A \$ 36.71	856	D

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Common Stock	05/13/2008	<u>S</u> ⁽¹⁾	100	D	\$ 44.05	756	D
Common Stock	05/13/2008	M	300	A	\$ 36.71	1,056	D
Common Stock	05/13/2008	<u>S</u> ⁽¹⁾	300	D	\$ 44.06	756	D
Common Stock	05/13/2008	M	500	A	\$ 36.71	1,256	D
Common Stock	05/13/2008	<u>S</u> ⁽¹⁾	500	D	\$ 44.08	756	D
Common Stock	05/13/2008	M	200	A	\$ 36.71	956	D
Common Stock	05/13/2008	<u>S</u> ⁽¹⁾	200	D	\$ 44.09	756	D
Common Stock	05/13/2008	M	200	A	\$ 36.71	956	D
Common Stock	05/13/2008	<u>S</u> ⁽¹⁾	200	D	\$ 44.1	756	D
Common Stock	05/13/2008	M	200	A	\$ 36.71	956	D
Common Stock	05/13/2008	<u>S</u> ⁽¹⁾	200	D	\$ 44.2	756	D
Common Stock	05/13/2008	M	200	A	\$ 36.71	956	D
Common Stock	05/13/2008	<u>S</u> ⁽¹⁾	200	D	\$ 44.21	756	D
Common Stock	05/13/2008	M	100	A	\$ 36.71	856	D
Common Stock	05/13/2008	<u>S</u> ⁽¹⁾	100	D	\$ 44.25	756	D
Common Stock	05/13/2008	M	100	A	\$ 36.71	856	D
Common Stock	05/13/2008	<u>S</u> ⁽¹⁾	100	D	\$ 44.26	756	D
Common Stock	05/13/2008	M	100	A	\$ 36.71	856	D
Common Stock	05/13/2008	<u>S</u> ⁽¹⁾	100	D	\$ 44.3	756	D

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

SEC 1474
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required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 36.71	05/13/2008		M	444	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock	444
Non-Qualified Stock Option (right to buy)	\$ 36.71	05/13/2008		M	100	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock	100
Non-Qualified Stock Option (right to buy)	\$ 36.71	05/13/2008		M	100	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock	100
Non-Qualified Stock Option (right to buy)	\$ 36.71	05/13/2008		M	300	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock	300
Non-Qualified Stock Option (right to buy)	\$ 36.71	05/13/2008		M	500	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock	500
Non-Qualified Stock Option (right to buy)	\$ 36.71	05/13/2008		M	200	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock	200
Non-Qualified Stock Option (right to buy)	\$ 36.71	05/13/2008		M	200	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock	200
Non-Qualified Stock Option (right to buy)	\$ 36.71	05/13/2008		M	200	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock	200
Non-Qualified Stock Option (right to buy)	\$ 36.71	05/13/2008		M	200	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock	200

Non-Qualified Stock Option (right to buy)	\$ 36.71	05/13/2008	M	100	05/12/2005 ⁽²⁾	05/12/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 36.71	05/13/2008	M	100	05/12/2005 ⁽²⁾	05/12/2014	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 36.71	05/13/2008	M	100	05/12/2005 ⁽²⁾	05/12/2014	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Semmelbauer Thilo 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010			COO	

Signatures

Thilo
Semmelbauer 05/14/2008

**Signature of Date
Reporting Person

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) The sale was made pursuant to a previously adopted trading plan dated February 21, 2008 intended to comply with Rule 10b5-1. The plan was adopted to exercise stock options to diversify my holdings for financial and estate planning purposes.
- (2) Options for 100,000 shares were granted on May 12, 2004 that vest on the following schedule: 20% on May 12, 2005; 20% on May 12, 2006; 20% on May 12, 2007; 20% on May 12, 2008; 20% on May 12, 2009.

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.