

WEIGHT WATCHERS INTERNATIONAL INC

Form 4

August 17, 2007

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 *
BARD JOHN F

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)
08/16/2007

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

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	08/16/2007		M		454 A \$ 43.7	2,466	D
Common Stock	08/16/2007		S		454 D \$ 53.08	2,012	D
Common Stock	08/16/2007		M		246 A \$ 43.7	2,258	D
Common Stock	08/16/2007		S		246 D \$ 53.04	2,012	D
Common Stock	08/16/2007		M		100 A \$ 43.7	2,112	D

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Common Stock	08/16/2007	S	100	D	\$ 53.02	2,012	D	
Common Stock	08/16/2007	M	200	A	\$ 43.7	2,212	D	
Common Stock	08/16/2007	S	200	D	\$ 52.93	2,012	D	
Common Stock	08/16/2007	M	1,000	A	\$ 43.7	3,012	D	
Common Stock	08/16/2007	S	1,000	D	\$ 52.81	2,012	D	
Common Stock						3,266	I	by Trust <u>(1)</u>

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

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(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 (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	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 43.7	08/16/2007		M	454	11/12/2003 11/12/2007	Common Stock	454	
Non-Qualified Stock Option (right to buy)	\$ 43.7	08/16/2007		M	246	11/12/2003 11/12/2007	Common Stock	246	
Non-Qualified Stock Option (right to buy)	\$ 43.7	08/16/2007		M	100	11/12/2003 11/12/2007	Common Stock	100	
Non-Qualified Stock Option (right to buy)	\$ 43.7	08/16/2007		M	200	11/12/2003 11/12/2007	Common Stock	200	

Non-Qualified Stock Option (right to buy)	\$ 43.7	08/16/2007		M	1,000	11/12/2003	11/12/2007	Common Stock	1,0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARD JOHN F 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010		X		

Signatures

John Bard	08/17/2007
<u> </u> 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) The name of the trust is the John F. Bard Trust.
- (2) The number of derivative securities stated in Column 9 does not reflect any other Non-Qualified Stock Option grants.

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