

WEIGHT WATCHERS INTERNATIONAL INC

Form 4

April 03, 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 *
SARDINI ANN

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2007

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

11 MADISON AVENUE, 17TH FLOOR

(Street)

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

NEW YORK, NY 10010

(City) (State) (Zip)

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 (A) or (D)		
Common Stock	04/02/2007		M		800	A	D
Common Stock	04/02/2007		S ⁽¹⁾		800	D	D
Common Stock	04/02/2007		M		1,800	A	D
Common Stock	04/02/2007		S ⁽¹⁾		1,800	D	D
Common Stock	04/02/2007		M		1,300	A	D

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Common Stock 04/02/2007 S⁽¹⁾ 1,300 D \$ 46.06 0 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007		M	600	04/29/2003 ⁽²⁾ 04/29/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007		M	300	04/29/2003 ⁽²⁾ 04/29/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007		M	600	04/29/2003 ⁽²⁾ 04/29/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007		M	1,200	04/29/2003 ⁽²⁾ 04/29/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007		M	100	04/29/2003 ⁽²⁾ 04/29/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007		M	100	04/29/2003 ⁽²⁾ 04/29/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007		M	500	04/29/2003 ⁽²⁾ 04/29/2012	Common Stock
	\$ 36.32	04/02/2007		M	300	04/29/2003 ⁽²⁾ 04/29/2012	

Non-Qualified Stock Option (right to buy)								Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007	M	300	04/29/2003 ⁽²⁾	04/29/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007	M	100	04/29/2003 ⁽²⁾	04/29/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007	M	700	04/29/2003 ⁽²⁾	04/29/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007	M	200	04/29/2003 ⁽²⁾	04/29/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007	M	500	04/29/2003 ⁽²⁾	04/29/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007	M	200	04/29/2003 ⁽²⁾	04/29/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007	M	400	04/29/2003 ⁽²⁾	04/29/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007	M	800	04/29/2003 ⁽²⁾	04/29/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007	M	1,800	04/29/2003 ⁽²⁾	04/29/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.32	04/02/2007	M	1,300	04/29/2003 ⁽²⁾	04/29/2012		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SARDINI ANN 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010			CFO	

Signatures

Ann Sardini

04/03/2007

**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 sale was made pursuant to a previously adopted trading plan dated March 2, 2007 intended to comply with Rule 10b5-1. The plan was adopted to exercise stock options prior to their expiration and to diversify my holdings for financial and estate planning purposes.
 - (2) Options for 100,000 shares were granted on April 29, 2002 that vest on the following schedule: 20% on April 29, 2003; 20% on April 29, 2004; 20% on April 29, 2005; 20% on April 29, 2006 and 20% on April 29, 2007.

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

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