

WEIGHT WATCHERS INTERNATIONAL INC

Form 4

February 02, 2007

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).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WESTEND SA

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)

105, GRAND-RUE, L-1661

(Street)

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

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

LUXEMBOURG, N4 00000

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, no par value	02/02/2007		S(2)		10,511,432 (2)	D (2)	\$ 54 (2)
					43,247,893	I (1)	

By Artal
Holdings
Sp. z o.o.
(1)

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)**

Edgar Filing: WEIGHT WATCHERS INTERNATIONAL INC - Form 4

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WESTEND SA 105, GRAND-RUE, L-1661 LUXEMBOURG, N4 00000	X

Signatures

/s/ Westend S.A. By: Emile Vogt, Managing Director 02/02/2007

__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) Westend S.A., is the parent company of Artal Group S.A. Artal Group S.A. is the parent company of Artal International S.A., which, in turn, is the parent company of Artal Luxembourg S.A. Artal Luxembourg S.A. is the parent company of Artal Holdings Sp. z o.o. ("Artal Holdings"). Artal Holdings is the record owner of the shares. Artal Luxembourg S.A. holds an irrevocable proxy with respect to 15,000,000 of these shares.

(2) On January 26, 2007, Weight Watchers International, Inc. ("Weight Watchers") announced the repurchase of 8,548,027 shares of its Common Stock at a purchase price of \$54.00 per share pursuant to the tender offer which expired on January 18, 2007. On February 2, 2007, pursuant to the terms of the Stock Purchase Agreement, dated as of December 17, 2006, by and between Weight Watchers and Artal Holdings entered into in connection with the tender offer, Weight Watchers repurchased 10,511,432 shares of its common stock from Artal Holdings at a purchase price of \$54.00 per share, the price established by the tender offer.

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.