

WEIGHT WATCHERS INTERNATIONAL INC

Form 4

March 22, 2005

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 *
HOLLWEG ROBERT

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)

175 CROSSWAYS PARK WEST

(Street)

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

03/21/2005

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

VP, GC & Secy

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

WOODBURY, NY 11797-2055

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/21/2005		M		3,333	A \$ 2.125	94,717 D
Common Stock	03/21/2005		S		3,333	D \$ 41.6712	91,384 D
Common Stock	03/21/2005		M		6,667	A \$ 2.125	98,051 D
Common Stock	03/21/2005		S		6,667	D \$ 41.6712	91,384 D

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

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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 (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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy) (1)	\$ 2.125	03/21/2005		M	3,333	12/17/1999 ⁽²⁾ 12/17/2009	Common Stock
Non-Qualified Stock Option (right to buy) (1)	\$ 2.125	03/21/2005		M	6,667	12/17/1999 ⁽²⁾ 12/17/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOLLWEG ROBERT 175 CROSSWAYS PARK WEST WOODBURY, NY 11797-2055	VP, GC & Secy

Signatures

Robert Hollweg 03/22/2005

**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 number of derivative securities beneficially owned following reported transactions include all options granted on December 17, 1999 with the exercise price of \$2.125 and expiration date of December 17, 2009. The total does not include other options granted on January 13, 2003 with the exercise price of \$42.27 and expiration date of January 12, 2008; on January 5, 2004 with the exercise price

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of \$38.64 and expiration date of January 4, 2009; and on March 11, 2005 with an exercise price of \$42.36 and expiration date of March 11, 2010; or restricted stock units granted on March 11, 2005 with an expiration date of December 29, 2007 (each as previously reported on Form 4).

- (2) Options for 94,107 shares were granted on December 17, 1999 that vest on the following schedule: 10% on December 17, 1999; 15% on December 30, 2000; 20% on December 29, 2001; 20% on December 28, 2002; 20% on January 3, 2004; and 15% on January 1, 2005. Options for 188,215 shares were granted on December 17, 1999 that, subject to meeting certain EBITDA targets, vest on the following schedule: 25% on December 30, 2000; 25% on December 29, 2001; 25% on December 28, 2002; 12.5% on January 3, 2004; and 12.5% on January 1, 2005.

Remarks:

The sale is being made pursuant to a previously adopted plan dated December 3, 2004 intended to comply with Rule 10b5-1.

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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