

WEIGHT WATCHERS INTERNATIONAL INC

Form 4

July 16, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
BASONE MICHAEL2. 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**3. Date of Earliest Transaction
(Month/Day/Year)
07/14/2008☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President of WW.com & CTO(Street)
NEW YORK, NY 100104. 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

(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	07/14/2008		C		208 \$ 0	208	D
Common Stock	07/14/2008		F		71 \$ 33.63	137	D
Common Stock	07/14/2008		C		250 \$ 0	387	D
Common Stock	07/14/2008		F		85 \$ 33.63	302	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Unit Award	\$ 0	07/14/2008		C	208	07/14/2008 07/14/2008	Common Stock	208
Restricted Stock Unit Award	\$ 0	07/14/2008		C	250	07/14/2008 07/14/2010	Common Stock	250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BASONE MICHAEL 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010	President of WW.com & CTO

Signatures

Michael Basone 07/16/2008

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).

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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