

WEIGHT WATCHERS INTERNATIONAL INC
 Form 3
 August 24, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Kirchoff David</p> <p>(Last) (First) (Middle)</p> <p>11 MADISON AVENUE,Â 17TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10010</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/23/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WEIGHT WATCHERS INTERNATIONAL INC [WTW]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President & CEO WW.com</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	35,402	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	07/14/2008	07/14/2010	Common Stock	15,000	\$ 53.03	D	Â
Non-Qualified Stock Option (right to buy)	07/14/2006 ⁽²⁾	07/14/2015	Common Stock	37,500	\$ 53.03	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirchhoff David 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010	Â	Â	Â President & CEO WW.com	Â

Signatures

David Kirchhoff 08/24/2005

 Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The 35,402 securities listed on Table I are comprised of 3 Restricted Stock Unit Grants: 31,027 Restricted Stock Units granted on July 5, 2005 will vest quarterly starting on September 15, 2005 with the last vest date on June 15, 2008. 1,250 Restricted Stock Units granted on July 14, 2005 will vest on July 14, 2008. 3,125 Restricted Stock Units granted on July 14, 2005 will vest on the following schedule: 20% on July 14, 2006, 20% on July 14, 2007, 20% on July 14, 2008, 20% on July 14, 2009, 20% on July 14, 2010.
- (1) Options for 37,500 shares granted on July 14, 2005 will vest on the following schedule: 20% on July 14, 2006; 20% on July 14, 2007; 20% on July 14, 2008; 20% on July 14, 2009 and 20% on July 14, 2010.

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.