

Semmelbauer Thilo
Form 4
March 26, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Semmelbauer Thilo

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)
11 MADISON AVENUE, 17TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2008

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

(Street)
NEW YORK, NY 10010

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

(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	(A) or (D) Price			
Common Stock	03/25/2008		M		400	A \$ 36.71	1,156	D	
Common Stock	03/25/2008		S ⁽¹⁾		400	D \$ 48.89	756	D	
Common Stock	03/25/2008		M		300	A \$ 36.71	1,056	D	
Common Stock	03/25/2008		S ⁽¹⁾		300	D \$ 48.66	756	D	
Common Stock	03/25/2008		M		400	A \$ 36.71	1,156	D	

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Common Stock	03/25/2008	<u>S</u> ⁽¹⁾	400	D	\$ 48.57	756	D
Common Stock	03/25/2008	M	200	A	\$ 36.71	956	D
Common Stock	03/25/2008	<u>S</u> ⁽¹⁾	200	D	\$ 48.56	756	D
Common Stock	03/25/2008	M	200	A	\$ 36.71	956	D
Common Stock	03/25/2008	<u>S</u> ⁽¹⁾	200	D	\$ 48.59	756	D
Common Stock	03/25/2008	M	200	A	\$ 36.71	956	D
Common Stock	03/25/2008	<u>S</u> ⁽¹⁾	200	D	\$ 48.58	756	D
Common Stock	03/25/2008	M	400	A	\$ 36.71	1,156	D
Common Stock	03/25/2008	<u>S</u> ⁽¹⁾	400	D	\$ 48.5	756	D
Common Stock	03/25/2008	M	100	A	\$ 36.71	856	D
Common Stock	03/25/2008	<u>S</u> ⁽¹⁾	100	D	\$ 48.48	756	D
Common Stock	03/25/2008	M	19	A	\$ 36.71	775	D
Common Stock	03/25/2008	<u>S</u> ⁽¹⁾	19	D	\$ 48.27	756	D
Common Stock	03/25/2008	M	681	A	\$ 36.71	1,437	D
Common Stock	03/25/2008	<u>S</u> ⁽¹⁾	681	D	\$ 48.25	756	D
Common Stock	03/25/2008	M	200	A	\$ 36.71	956	D
Common Stock	03/25/2008	<u>S</u> ⁽¹⁾	200	D	\$ 48.31	756	D
Common Stock	03/25/2008	M	200	A	\$ 36.71	956	D
Common Stock	03/25/2008	<u>S</u> ⁽¹⁾	200	D	\$ 48.29	756	D
Common Stock	03/25/2008	M	100	A	\$ 36.71	856	D
	03/25/2008	<u>S</u> ⁽¹⁾	100	D		756	D

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Common Stock						\$ 48.33		
Common Stock	03/25/2008		M	400	A	\$ 36.71	1,156	D
Common Stock	03/25/2008		S ⁽¹⁾	400	D	\$ 48.32	756	D
Common Stock	03/25/2008		M	500	A	\$ 36.71	1,256	D
Common Stock	03/25/2008		S ⁽¹⁾	500	D	\$ 48.35	756	D

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

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(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 (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)	\$ 36.71	03/24/2008		M	300	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/24/2008		M	1,000	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/24/2008		M	800	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/24/2008		M	300	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock
Non-Qualified Stock Option	\$ 36.71	03/24/2008		M	100	05/12/2005 ⁽²⁾ 05/12/2014	Common Stock

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(right to buy)									
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/24/2008	M	1,000	05/12/2005 ⁽²⁾	05/12/2014	Common Stock	1	
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/24/2008	M	400	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/24/2008	M	200	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/24/2008	M	100	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/24/2008	M	100	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/24/2008	M	100	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/24/2008	M	300	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/24/2008	M	300	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	400	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	300	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	400	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	300	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	400	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	200	05/12/2005 ⁽²⁾	05/12/2014	Common Stock		

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Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	200	05/12/2005 ⁽²⁾	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	200	05/12/2005 ⁽²⁾	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	400	05/12/2005 ⁽²⁾	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	100	05/12/2005 ⁽²⁾	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	19	05/12/2005 ⁽²⁾	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	681	05/12/2005 ⁽²⁾	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	200	05/12/2005 ⁽²⁾	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	200	05/12/2005 ⁽²⁾	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	100	05/12/2005 ⁽²⁾	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	400	05/12/2005 ⁽²⁾	05/12/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 36.71	03/25/2008	M	500	05/12/2005 ⁽²⁾	05/12/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Semmelbauer Thilo 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010			COO	

Signatures

Thilo

Semmelbauer

03/26/2008

__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).

- (1) The sale was made pursuant to a previously adopted trading plan dated February 21, 2008 intended to comply with Rule 10b5-1. The plan was adopted to exercise stock options to diversify my holdings for financial and estate planning purposes.
- (2) Options for 100,000 shares were granted on May 12, 2004 that vest on the following schedule: 20% on May 12, 2005; 20% on May 12, 2006; 20% on May 12, 2007; 20% on May 12, 2008; 20% on May 12, 2009.

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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