

Edgar Filing: PENN SCOTT - Form 4

PENN SCOTT
 Form 4
 January 24, 2003

 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).
 (Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
 Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol	6. R
Penn	Scott		Weight Watchers International, Inc.	--
(Last)	(First)	(Middle)		
c/o Weight Watchers International, Inc. 175 Crossways Park West			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year 01/23/03
(Street)				7.
Woodbury New York 11797				5. If Amendment, Date of Original (Month/Day/Year)

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI					
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Security Beneficially Owned Following Reporting Transaction (Instr. and 4)
			Code	V	Amount (A) or Price (D)
Common Stock, no par value	01/23/03		M		65,875 A \$2.125 291,492
Common Stock, no par value	01/23/03		M		16,469 A \$2.125 87,583

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2002; 12.5% on January 3, 2003; and 12.5% on January 1, 2004.