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MCSORLEY RICHARD
 Form 4
 March 19, 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
McSorley	Richard		Weight Watchers International, Inc. (WTW)	--
(Last)	(First)	(Middle)		X
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 March 19, 2003
(Street)				Chief
Woodbury	New York	11797		7.
(City)	(State)	(Zip)		X

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 Benefici Owned Fo ing Repo Transact (Instr. and 4)
				(A) or (D)	Price
				Code V	Amount

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(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 (Instr. 4)
Options (right to buy)	\$42.27	3-17-03		A	20,000

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

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Title	Amount or Number of Shares		
Common Stock, no par value	20,000	195,865 See Note 1	D

Explanation of Responses:

Note 1: Explanation of Responses: 1) Options for 94,107 shares were granted on May 7, 2001 that vest on the following schedule: 20% on January 16, 2002; 20% on January 16, 2003; 20% on January 16, 2004; 20% on January 16, 2005; and 20% on January 16, 2006. Options for 188,215 shares were granted on May 7, 2001 that, subject to meeting certain EBITDA targets, vest on the following schedule: 25% on May 7, 2001; 25% on December 28, 2002; 25% on January 3, 2003; 12.5% on January 1, 2004; and 12.5% on December 31, 2005.

/s/ Richard McSorley	03/19/03

**Signature of Reporting Person	Date
Richard McSorley	

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

* 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.

<http://www.sec.gov/division/corpfin/forms/form4.htm>
LAST UPDATE: 09/05/2002