

WEIGHT WATCHERS INTERNATIONAL INC

Form 4

November 28, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
REED SAM K

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2007

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

11 MADISON AVENUE, 17TH FLOOR

(Street)

4. 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

NEW YORK, NY 10010

(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: Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	11/27/2007		M		500	A \$ 40.61	2,684	D	
Common Stock	11/27/2007		S		500	D \$ 47.9301	2,184	D	
Common Stock	11/27/2007		M		500	A \$ 40.61	2,684	D	
Common Stock	11/27/2007		S		500	D \$ 47.93	2,184	D	
Common Stock	11/27/2007		M		700	A \$ 40.61	2,884	D	

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Common Stock	11/27/2007	S	700	D	\$ 47.945	2,184	D	
Common Stock	11/27/2007	M	300	A	\$ 40.61	2,484	D	
Common Stock	11/27/2007	S	300	D	\$ 47.9332	2,184	D	
Common Stock						13,548	I	by Trust (1)

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

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SEC 1474
(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 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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 40.61	11/27/2007		M	500	02/06/2004 02/06/2008	Common Stock	500
Non-Qualified Stock Option (right to buy)	\$ 40.61	11/27/2007		M	500	02/06/2004 02/06/2008	Common Stock	500
Non-Qualified Stock Option (right to buy)	\$ 40.61	11/27/2007		M	700	02/06/2004 02/06/2008	Common Stock	700
Non-Qualified Stock Option (right to buy)	\$ 40.61	11/27/2007		M	300	02/06/2004 02/06/2008	Common Stock	300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED SAM K 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010	X			

Signatures

Sam K. Reed	11/28/2007
<u> </u> 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 name of the trust is the Sam K. Reed and Victoria P. Reed 1995 Inter-Vivos Trust.

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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