

WEIGHT WATCHERS INTERNATIONAL INC
 Form 4
 March 15, 2005

FORM 4

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

OMB APPROVAL

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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 *
 STUBBING MELANIE

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)
 175 CROSSWAYS PARK WEST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/11/2005

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
 VP UK Ops / VP UK Ops

WOODBURY, NY 11797-2055

(City) (State) (Zip)

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

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)
			(A) or (D)	Code V Amount (D) Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Non-Qualified Stock Option (right to buy) ⁽¹⁾	\$ 42.36	03/11/2005	A	7,500	12/29/2007	03/11/2010	Common Stock	7,500	
Restricted Stock Unit Award ⁽¹⁾	\$ 0	03/11/2005	A	625	12/29/2007	12/29/2007	Common Stock	625	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUBBING MELANIE 175 CROSSWAYS PARK WEST WOODBURY, NY 11797-2055			VP UK Ops	VP UK Ops

Signatures

Melanie Stubbing 03/15/2005

**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 number of derivative securities beneficially owned following reported transactions include all options and restricted stock units granted on March 11, 2005. The total does not include other options granted on December 18, 2003 with an exercise price of \$35.87 and expiration date of December 18, 2013, and on January 4, 2004 with the exercise price of \$38.64 and expiration date of January 4, 2009; and restricted stock units granted on December 18, 2003 with an expiration date of December 18, 2006 (each as previously reported on Form 3).

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.