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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)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year 01/23/03
c/o Weight Watchers International, Inc. 175 Crossways Park West				<u>X</u>
----- (Street)				V ---
Woodbury New York 11797				7.
(City)	(State)	(Zip)	5. If Amendment, Date of Original (Month/Day/Year)	
				<u>X</u>

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