

Semmelbauer Thilo  
 Form 4  
 March 26, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Semmelbauer Thilo

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)  
 11 MADISON AVENUE, 17TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/24/2008

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

NEW YORK, NY 10010

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

(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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 03/25/2008                           |  | M                              |   | 400 A \$ 36.71  | 1,156  | D                                 |
| Common Stock                    | 03/25/2008                           |  | S <sup>(1)</sup>               |   | 400 D \$ 48.89  | 756  | D                                 |
| Common Stock                    | 03/25/2008                           |  | M                              |   | 300 A \$ 36.71  | 1,056  | D                                 |
| Common Stock                    | 03/25/2008                           |  | S <sup>(1)</sup>               |   | 300 D \$ 48.66  | 756  | D                                 |
| Common Stock                    | 03/25/2008                           |  | M                              |   | 400 A \$ 36.71  | 1,156  | D                                 |

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|              |            |                         |     |   |          |       |   |
|--------------|------------|-------------------------|-----|---|----------|-------|---|
| Common Stock | 03/25/2008 | <u>S</u> <sup>(1)</sup> | 400 | D | \$ 48.57 | 756   | D |
| Common Stock | 03/25/2008 | M                       | 200 | A | \$ 36.71 | 956   | D |
| Common Stock | 03/25/2008 | <u>S</u> <sup>(1)</sup> | 200 | D | \$ 48.56 | 756   | D |
| Common Stock | 03/25/2008 | M                       | 200 | A | \$ 36.71 | 956   | D |
| Common Stock | 03/25/2008 | <u>S</u> <sup>(1)</sup> | 200 | D | \$ 48.59 | 756   | D |
| Common Stock | 03/25/2008 | M                       | 200 | A | \$ 36.71 | 956   | D |
| Common Stock | 03/25/2008 | <u>S</u> <sup>(1)</sup> | 200 | D | \$ 48.58 | 756   | D |
| Common Stock | 03/25/2008 | M                       | 400 | A | \$ 36.71 | 1,156 | D |
| Common Stock | 03/25/2008 | <u>S</u> <sup>(1)</sup> | 400 | D | \$ 48.5  | 756   | D |
| Common Stock | 03/25/2008 | M                       | 100 | A | \$ 36.71 | 856   | D |
| Common Stock | 03/25/2008 | <u>S</u> <sup>(1)</sup> | 100 | D | \$ 48.48 | 756   | D |
| Common Stock | 03/25/2008 | M                       | 19  | A | \$ 36.71 | 775   | D |
| Common Stock | 03/25/2008 | <u>S</u> <sup>(1)</sup> | 19  | D | \$ 48.27 | 756   | D |
| Common Stock | 03/25/2008 | M                       | 681 | A | \$ 36.71 | 1,437 | D |
| Common Stock | 03/25/2008 | <u>S</u> <sup>(1)</sup> | 681 | D | \$ 48.25 | 756   | D |
| Common Stock | 03/25/2008 | M                       | 200 | A | \$ 36.71 | 956   | D |
| Common Stock | 03/25/2008 | <u>S</u> <sup>(1)</sup> | 200 | D | \$ 48.31 | 756   | D |
| Common Stock | 03/25/2008 | M                       | 200 | A | \$ 36.71 | 956   | D |
| Common Stock | 03/25/2008 | <u>S</u> <sup>(1)</sup> | 200 | D | \$ 48.29 | 756   | D |
| Common Stock | 03/25/2008 | M                       | 100 | A | \$ 36.71 | 856   | D |
|              | 03/25/2008 | <u>S</u> <sup>(1)</sup> | 100 | D |          | 756   | D |

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|              |            |  |                  |     |   |          |       |   |
|--------------|------------|--|------------------|-----|---|----------|-------|---|
| Common Stock |            |  |                  |     |   | \$ 48.33 |       |   |
| Common Stock | 03/25/2008 |  | M                | 400 | A | \$ 36.71 | 1,156 | D |
| Common Stock | 03/25/2008 |  | S <sup>(1)</sup> | 400 | D | \$ 48.32 | 756   | D |
| Common Stock | 03/25/2008 |  | M                | 500 | A | \$ 36.71 | 1,256 | D |
| Common Stock | 03/25/2008 |  | S <sup>(1)</sup> | 500 | D | \$ 48.35 | 756   | D |

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

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Option (right to buy)  | \$ 36.71   | 03/24/2008                           |  | M                              | 300   | 05/12/2005 <sup>(2)</sup> 05/12/2014                     | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 36.71   | 03/24/2008                           |  | M                              | 1,000   | 05/12/2005 <sup>(2)</sup> 05/12/2014                     | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 36.71   | 03/24/2008                           |  | M                              | 800   | 05/12/2005 <sup>(2)</sup> 05/12/2014                     | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 36.71   | 03/24/2008                           |  | M                              | 300   | 05/12/2005 <sup>(2)</sup> 05/12/2014                     | Common Stock  |
| Non-Qualified Stock Option                 | \$ 36.71   | 03/24/2008                           |  | M                              | 100   | 05/12/2005 <sup>(2)</sup> 05/12/2014                     | Common Stock  |

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|   |          |            |   |       |                           |            |              |   |
|---|----------|------------|---|-------|---------------------------|------------|--------------|---|
| (right to buy)                            |          |            |   |       |                           |            |              |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/24/2008 | M | 1,000 | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/24/2008 | M | 400   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/24/2008 | M | 200   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/24/2008 | M | 100   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/24/2008 | M | 100   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/24/2008 | M | 100   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/24/2008 | M | 300   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/24/2008 | M | 300   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 400   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 300   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 400   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 300   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 400   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 200   | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |   |

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|   |          |            |   |     |                           |            |              |
|---|----------|------------|---|-----|---------------------------|------------|--------------|
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 200 | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 200 | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 400 | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 100 | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 19  | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 681 | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 200 | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 200 | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 100 | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 400 | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 36.71 | 03/25/2008 | M | 500 | 05/12/2005 <sup>(2)</sup> | 05/12/2014 | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Semmelbauer Thilo<br>11 MADISON AVENUE<br>17TH FLOOR<br>NEW YORK, NY 10010 |               |           | COO     |       |

## Signatures

Thilo

Semmelbauer

03/26/2008

\_\_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 sale was made pursuant to a previously adopted trading plan dated February 21, 2008 intended to comply with Rule 10b5-1. The plan was adopted to exercise stock options to diversify my holdings for financial and estate planning purposes.

(2) Options for 100,000 shares were granted on May 12, 2004 that vest on the following schedule: 20% on May 12, 2005; 20% on May 12, 2006; 20% on May 12, 2007; 20% on May 12, 2008; 20% on May 12, 2009.

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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