

WEIGHT WATCHERS INTERNATIONAL INC  
 Form 4  
 March 20, 2012

**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 \*  
**SARDINI ANN**

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 AVE., 17TH FLOOR**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/16/2012**

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

**NEW YORK, NY 10010**

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/16/2012		M		18,750	A	\$ 47.49
Common Stock	03/16/2012		M		6,750	A	\$ 47.1
Common Stock	03/16/2012		M		22,500	A	\$ 47.05
Common Stock	03/16/2012		S <sup>(1)</sup>		36,823	D	\$ 80.69
Common Stock	03/16/2012		S <sup>(1)</sup>		200	D	\$ 81.29

(3)

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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 47.49	03/16/2012		M	18,750	03/12/2010 03/12/2017	Common Stock	18,750
Non-Qualified Stock Option (right to buy)	\$ 47.1	03/16/2012		M	6,750	<sup>(4)</sup> 03/14/2018	Common Stock	6,750
Non-Qualified Stock Option (right to buy)	\$ 47.05	03/16/2012		M	22,500	03/28/2011 03/28/2018	Common Stock	22,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SARDINI ANN 11 MADISON AVE., 17TH FLOOR NEW YORK, NY 10010			CFO	

## Signatures

Stephanie Delavale, as Attorney-In-Fact for Ann Sardini 03/20/2012

\_\_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) This transaction was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person.

This transaction was executed in multiple trades at prices ranging from \$80.24 to \$81.21. The price reported above reflects the weighted

(2) average sales price. The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

This transaction was executed in multiple trades at prices ranging from \$81.27 to \$81.30. The price reported above reflects the weighted

(3) average sales price. The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) Options for 11,250 shares were granted on March 14, 2008 and vest on the following schedule: 20% on March 14, 2009, 20% on March 14, 2010, 20% on March 14, 2011, 20% on March 14, 2012 and 20% on March 14, 2013.

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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