

WEIGHT WATCHERS INTERNATIONAL INC  
 Form 3  
 August 07, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â STUBBING MELANIE  
 (Last) (First) (Middle)

11 MADISON AVENUE,Â 17TH FLOOR

(Street)

NEW YORK,Â NYÂ 10010

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 08/01/2008

3. Issuer Name and Ticker or Trading Symbol  
 WEIGHT WATCHERS INTERNATIONAL INC  
 [WTW]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

368

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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		Expiration Date		Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	07/17/2009 <sup>(1)</sup>	07/17/2018	Common Stock	37,500	\$ 34.21	D	Â
Non-Qualified Stock Option (right to buy)	12/18/2004 <sup>(2)</sup>	12/18/2013	Common Stock	47,000	\$ 35.87	D	Â
Non-Qualified Stock Option (right to buy)	12/30/2006 <sup>(3)</sup>	01/04/2009	Common Stock	10,000	\$ 38.64	D	Â
Non-Qualified Stock Option (right to buy)	12/29/2007 <sup>(4)</sup>	03/11/2010	Common Stock	7,500	\$ 42.36	D	Â
Non-Qualified Stock Option (right to buy)	03/28/2011 <sup>(5)</sup>	03/28/2018	Common Stock	15,000	\$ 47.05	D	Â
Non-Qualified Stock Option (right to buy)	03/12/2010 <sup>(6)</sup>	03/12/2017	Common Stock	7,500	\$ 47.49	D	Â
Restricted Stock Unit Award	12/18/2008 <sup>(7)</sup>	12/18/2008	Common Stock	3,000	\$ 0	D	Â
Restricted Stock Unit Award	01/15/2009 <sup>(8)</sup>	01/15/2009	Common Stock	3,000	\$ 0	D	Â
Restricted Stock Unit Award	03/12/2010 <sup>(9)</sup>	03/12/2010	Common Stock	625	\$ 0	D	Â
Restricted Stock Unit Award	03/28/2011 <sup>(10)</sup>	03/28/2011	Common Stock	1,250	\$ 0	D	Â
Restricted Stock Unit Award	07/17/2009 <sup>(11)</sup>	07/17/2013	Common Stock	3,125	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUBBING MELANIE 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010	Â	Â	Â President of International	Â

## Signatures

Melanie Stubbing 08/07/2008

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options for 37,500 shares were granted on July 17, 2008 vest on the following schedule: 20% on July 17, 2009; 20% on July 17, 2010; 20% on July 17, 2011; 20% on July 17, 2012; 20% on July 17, 2013.
- (2) Options for 47,000 shares were granted on December 18, 2003 that vest on the following schedule: 20% on December 18, 2004; 20% on December 18, 2005; 20% on December 18, 2006; 20% on December 18, 2007; 20% on December 18, 2008.
- (3) Options for 10,000 shares were granted on January 5, 2004 and vested at 100% on December 30, 2006.
- (4) Options for 7,500 shares were granted on March 11, 2005 and vested at 100% on December 29, 2007.
- (5) Options for 15,000 shares were granted on March 28, 2008 and will vest at 100% on March 28, 2011.
- (6) Options for 7,500 shares were granted on March 12, 2007 and will vest at 100% on March 12, 2010.
- (7) 3,000 Restricted Stock Units were granted on December 18, 2003 will vest at 100% on December 18, 2008.
- (8) 3,000 Restricted Stock Units were granted on March 10, 2006 and will vest at 100% on January 15, 2009.
- (9) 625 Restricted Stock Units were granted on March 12, 2007 and will vest at 100% on March 12, 2010.
- (10) 1,250 Restricted Stock Units were granted on March 28, 2008 and will vest at 100% on March 28, 2011.
- (11) 3,125 Restricted Stock Units were granted on July 17, 2008 vest on the following schedule: 20% on July 17, 2009; 20% on July 17, 2010; 20% on July 17, 2011; 20% on July 17, 2012; 20% on July 17, 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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