

HOLLWEG ROBERT
Form 4
November 19, 2004

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 *
HOLLWEG ROBERT

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)
11/18/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, GC & Secy

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock ⁽¹⁾ | 11/18/2004 | | M | | 3,333 A \$ 2.125 | 99,717 | D |
| Common Stock ⁽¹⁾ | 11/18/2004 | | S | | 3,333 D \$ 40.1844 | 96,384 | D |
| Common Stock ⁽¹⁾ | 11/18/2004 | | M | | 6,667 A \$ 2.125 | 103,051 | D |
| Common Stock ⁽¹⁾ | 11/18/2004 | | S | | 6,667 D \$ 40.1844 | 96,384 | D |
| Common Stock | 11/18/2004 | | G | | 5,000 D \$ 0 | 91,384 | D |

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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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 2.125 | 11/18/2004 | | M | 3,333 | 12/17/1999 ⁽²⁾ 12/17/2009 | Common Stock 3 |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 2.125 | 11/18/2004 | | M | 6,667 | 12/17/1999 ⁽²⁾ 12/17/2009 | Common Stock 6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLLWEG ROBERT 175 CROSSWAYS PARK WEST WOODBURY, NY 11797-2055 | | | VP, GC & Secy | |

Signatures

Robert Hollweg 11/19/2004
 **Signature of Date
 Reporting Person

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)

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The number of derivative securities beneficially owned following reported transactions include all options granted on December 17, 1999 with the exercise price of \$2.125 and expiration date of December 17, 2009. The total does not include other options granted on January 13, 2003 with the exercise price of \$42.27 and expiration date of January 12, 2008; and on January 5, 2004 with the exercise price of \$38.64 and expiration date of January 4, 2009 (each as previously reported on Form 4).

Options for 94,107 shares were granted on December 17, 1999 that vest on the following schedule: 10% on December 17, 1999; 15% on December 30, 2000; 20% on December 29, 2001; 20% on December 28, 2002; 20% on January 3, 2004; and 15% on January 1, 2005.

- (2) Options for 188,215 shares were granted on December 17, 1999 that, subject to meeting certain EBITDA targets, vest on the following schedule: 25% on December 30, 2000; 25% on December 29, 2001; 25% on December 28, 2002; 12.5% on January 3, 2004; and 12.5% on January 1, 2005.

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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