

WEIGHT WATCHERS INTERNATIONAL INC
 Form 3
 May 15, 2007

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Eberly Kevin</p> <p>(Last) (First) (Middle)</p> <p>11 MADISON AVENUE,Â 17TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10010</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/07/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WEIGHT WATCHERS INTERNATIONAL INC [WTW]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, NACO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,260	D	Â

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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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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)	08/09/2005 ⁽¹⁾ 08/09/2014	24,000	Common Stock	\$ 37.59 D Â
Non-Qualified Stock Option (right to buy)	12/29/2007 ⁽²⁾ 03/11/2010	7,500	Common Stock	\$ 42.36 D Â
Non-Qualified Stock Option (right to buy)	01/24/2006 ⁽³⁾ 01/24/2015	13,500	Common Stock	\$ 45.37 D Â
Non-Qualified Stock Option (right to buy)	03/12/2010 ⁽⁴⁾ 03/12/2017	5,250	Common Stock	\$ 47.49 D Â
Restricted Stock Unit Award	12/29/2007 ⁽⁵⁾ 12/29/2007	625	Common Stock	\$ 0 D Â
Restricted Stock Unit Award	01/15/2009 ⁽⁶⁾ 01/15/2009	4,000	Common Stock	\$ 0 D Â
Restricted Stock Unit Award	08/09/2005 ⁽⁷⁾ 08/09/2009	600	Common Stock	\$ 0 D Â
Restricted Stock Unit Award	01/24/2006 ⁽⁸⁾ 01/24/2010	1,275	Common Stock	\$ 0 D Â
Restricted Stock Unit Award	03/12/2010 ⁽⁹⁾ 03/12/2010	438	Common Stock	\$ 0 D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eberly Kevin 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010	Â	Â	Â EVP, NACO	Â

Signatures

Kevin Eberly 05/15/2007

**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 24,000 shares granted on August 9, 2004 vest on the following schedule: 20% on August 9, 2005, 20% on August 9, 2006, 20% on August 9, 2007, 20% on August 9, 2008 and 20% on August 9, 2009.
- (2) Options for 7,500 shares granted on March 11, 2005 vest at 100% on December 29, 2007.
- (3) Options for 13,500 shares granted on January 24, 2005 vest on the following schedule: 20% on January 24, 2006, 20% on January 24, 2007, 20% on January 24, 2008, 20% on January 24, 2009 and 20% on January 24, 2010.

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- (4) Options for 5,250 shares granted on March 12, 2007 vest at 100% on March 12, 2010.
- (5) 625 RSUs granted on March 11, 2005 vest at 100% on December 29, 2007.
- (6) 4,000 RSUs granted on March 10, 2006 vest at 100% on January 15, 2009.
- (7) The remaining balance of 1,000 RSUs granted on August 9, 2004 will vest on the following schedule: 200 RSUs on August 9, 2007, 200 RSUs on August 9, 2008 and 200 RSUs on August 9, 2009.
- (8) The remaining balance of 2,125 RSUs granted on January 24, 2005 will vest on the following schedule: 425 RSUs on January 24, 2008, 425 RSUs on January 24, 2009 and 425 RSUs on January 24, 2010.
- (9) 438 RSUs granted on March 12, 2007 vest at 100% on March 12, 2010.

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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