

WEIGHT WATCHERS INTERNATIONAL INC
 Form 3
 March 28, 2005

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Burke Russell | | | (Month/Day/Year) | WEIGHT WATCHERS INTERNATIONAL INC | |
| (Last) | (First) | (Middle) | 03/18/2005 | [WTW] | |
| 175 CROSSWAYS PARK WEST | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| WOODBURY,Â NYÂ 11797-2055 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP Australasia | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|---|---------------------------|------------|--------------|--------|----------|---|---|
| Non-Qualified Stock Option (right to buy) | 06/09/2005 ⁽¹⁾ | 06/09/2014 | Common Stock | 25,000 | \$ 36.7 | D | Â |
| Non-Qualified Stock Option (right to buy) | 03/18/2006 ⁽²⁾ | 03/18/2015 | Common Stock | 37,500 | \$ 41.99 | D | Â |
| Non-Qualified Stock Option (right to buy) | 12/29/2007 | 03/11/2010 | Common Stock | 7,500 | \$ 42.36 | D | Â |
| Restricted Stock Unit Award | 12/29/2007 | 12/29/2007 | Common Stock | 625 | \$ 0 | D | Â |
| Restricted Stock Unit Award | 03/18/2010 | 03/18/2010 | Common Stock | 3,125 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burke Russell 175 CROSSWAYS PARK WEST WOODBURY, NY 11797-2055 | Â | Â | Â VP Australasia | Â |

Signatures

Russell J. Burke 03/24/2005

__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 25,000 shares were granted on June 9, 2004 that vest on the following schedule: 20% on June 9, 2005; 20% on June 9, 2006; 20% on June 9, 2007; 20% on June 9, 2008; 20% on June 9, 2009.
- (2) Options for 37,500 shares were granted on March 18, 2005 that vest on the following schedule: 20% on March 18, 2006; 20% on March 18, 2007; 20% on March 18, 2008; 20% on March 18, 2009; 20% on March 18, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.