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BROTHERS CLIVE
Form 4
March 03, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. SEE Instruction 1(b).
(Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol	6. R
Brothers	Clive		Weight Watchers International, Inc. (WTW)	--
(Last)	(First)	(Middle)		X
c/o Weight Watchers International Inc. 175 Crossways Park West			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	--
(Street)			4. Statement for Month/Day/Year	
Woodbury			February 27, 2003	C
New York			5. If Amendment, Date of Original (Month/Day/Year)	7.
11797				X
(City)	(State)	(Zip)		

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Security Benefici Owned Fo ing Repo ing Report Transact (Instr. and 4)
			Code	V	Amount	(A) or (D) Price	
Common Stock, no par value	2-27-03		M		10,000	A \$2.125	
Common Stock, no par value	2-27-03		S		10,000	D \$39.90	
Common Stock, no par value	2-27-03		S		33,000	D \$39.90	61,108

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(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 (Instr. 9)
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				Code	V	(A)
Options (right to buy)	\$2.125	2-27-03		M		

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Title	Amount or Number of Shares	Reported Transaction(s) (Instr. 4)	(Instr. 4)
Common Stock, no par value	10,000	205,268	D

Explanation of Responses:

Note 1: Explanation of Responses: 1) 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. 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.

/s/ Clive Brothers	02/27/03
**Signature of Reporting Person Clive Brothers	Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, SEE Instruction 6 for procedure.

http://www.sec.gov/division/corpfin/forms/form4.htm
LAST UPDATE: 09/05/2002