

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)

1. Name and Address of Reporting Person *

Eberly Kevin

(Last) (First) (Middle)

11 MADISON AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/07/2007

3. Issuer Name and Ticker or Trading Symbol

WEIGHT WATCHERS INTERNATIONAL INC
[WTW]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer ____ Other
 (give title below) (specify below)
 EVP, NACO

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)

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 17TH

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