BASONE MICHAEL

Form 4 May 24, 2011

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BASONE MICHAEL** Issuer Symbol WEIGHT WATCHERS (Check all applicable) INTERNATIONAL INC [WTW] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title _ Other (specify (Month/Day/Year) below) 11 MADISON AVE., 17TH FLOOR 05/22/2011 President, WW.com & CTO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10010

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		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)		
Common Stock	05/22/2011		M	Amount 2,375	A	\$ 0	3,552	D	
Common Stock	05/22/2011		F	1,041	D	\$ 85.25	2,511	D	
Common Stock	05/24/2011		M	10,500	A	\$ 42.08	13,011	D	
Common Stock	05/24/2011		S	10,500	D	\$ 85.0084 (1)	2,511	D	

Person

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

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SEC 1474 (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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	,	Date Exercisable	Expiration Date	Title	Am or Nu of S
Restricted Stock Unit Award	\$ 0	05/22/2011		M	2,375	05/22/2011	05/22/2011	Common Stock	2,
Non-Qualified Stock Option (right to buy)	\$ 42.08	05/24/2011		M	10,500	(2)	05/22/2016	Common Stock	10

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BASONE MICHAEL

11 MADISON AVE., 17TH FLOOR

NEW YORK, NY 10010

President, WW.com & CTO

Signatures

Debra Cotter, as Attorney-In-Fact for Michael Basone

05/24/2011

**Signature of Reporting Person

Date

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).
- This transaction was executed in multiple trades at prices ranging from \$85.00 to \$85.08. The price reported above reflects the weighted (1) average sales price. The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- Options for 52,500 shares were granted on May 22, 2006 and vested on the following schedule: 20% on May 22, 2007, 20% on May 22, 2008, 20% on May 22, 2009, 20% on May 22, 2010 and 20% on May 22, 2011.

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

Reporting Owners 2

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