

Fiarman Jeffrey
 Form 4
 May 26, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 Fiarman Jeffrey

2. Issuer Name and Ticker or Trading Symbol
 WEIGHT WATCHERS
 INTERNATIONAL INC [WTW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 11 MADISON AVE., 17TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/25/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, General Counsel & Secy

NEW YORK, NY 10010

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/25/2011 | | M | | 15,000 | A | \$ 53.03 |
| Common Stock | 05/25/2011 | | M | | 12,000 | A | \$ 47.49 |
| Common Stock | 05/25/2011 | | M | | 22,500 | A | \$ 47.05 |
| Common Stock | 05/25/2011 | | S | | 23,094 | D | \$ 83.3424 (1) |
| Common Stock | 05/25/2011 | | S | | 26,406 | D | \$ 83.6804 |
| | | | | | | | 25,073 |
| | | | | | | | 37,073 |
| | | | | | | | 59,573 |
| | | | | | | | 36,479 |
| | | | | | | | 10,073 |

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(2)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 53.03 | 05/25/2011 | | M | 15,000 | (3) 07/14/2015 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 47.49 | 05/25/2011 | | M | 12,000 | 03/12/2010(4) 03/12/2017 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 47.05 | 05/25/2011 | | M | 22,500 | 03/28/2011(5) 03/28/2018 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fiarman Jeffrey 11 MADISON AVE., 17TH FLOOR NEW YORK, NY 10010 | | | EVP, General Counsel & Secy | |

Signatures

Debra Cotter, as Attorney-In-Fact for Jeffrey Fiarman 05/26/2011

__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).

(1) This transaction was executed in multiple trades at prices ranging from \$82.57 to \$83.56. The price reported above reflects the weighted 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.

(2) This transaction was executed in multiple trades at prices ranging from \$83.57 to \$84.04. The price reported above reflects the weighted 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.

(3) Options for 15,000 shares were granted on July 14, 2005 and vested on the following schedule: 20% on July 14, 2006, 20% on July 14, 2007, 20% on July 14, 2008, 20% on July 14, 2009 and 20% on July 14, 2010.

(4) Options for 12,000 shares were granted on March 12, 2007 and vested 100% on March 12, 2010.

(5) Options for 22,500 shares were granted on March 28, 2008 and vested 100% on March 28, 2011.

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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