

BASONE MICHAEL

Form 4

March 07, 2011

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).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BASONE MICHAEL

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)
03/03/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President, WW.com & CTO

NEW YORK, NY 10010

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	03/03/2011		M	15,000 A	\$ 53.03 15,000	D	
Common Stock	03/03/2011		M	31,500 A	\$ 42.08 46,500	D	
Common Stock	03/03/2011		M	12,000 A	\$ 47.49 58,500	D	
Common Stock	03/03/2011		M	4,500 A	\$ 47.1 63,000	D	
Common Stock	03/03/2011		S	63,000 D	\$ 60.3161 0	D	

(1)

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

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(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 Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 53.03	03/03/2011		M	15,000	<u>(2)</u> 07/14/2015	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 42.08	03/03/2011		M	31,500	<u>(3)</u> 05/22/2016	Common Stock	31,500
Non-Qualified Stock Option (right to buy)	\$ 47.49	03/03/2011		M	12,000	<u>(4)</u> 03/12/2017	Common Stock	12,000
Non-Qualified Stock Options (right to buy)	\$ 47.1	03/03/2011		M	4,500	<u>(5)</u> 03/14/2018	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BASONE MICHAEL 11 MADISON AVE., 17TH FLOOR NEW YORK, NY 10010	President, WW.com & CTO

Signatures

Stephanie Delavale, as Attorney-In-Fact for Michael
Basone

03/04/2011

**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 \$59.90 to \$60.84. The price reported above reflects the weighted average sale 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.

(1) 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.

(2) Options for 52,500 shares were granted on May 22, 2006 and vest 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.

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

(4) Options for 11,250 shares were granted on March 14, 2008 and vest on the following schedule: 20% on March 14, 2009, 20% on March 14, 2010, 20% on March 14, 2011, 20% on March 14, 2012 and 20% on March 14, 2013.

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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