

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-15**
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REPORTING OWNER

Kirchhoff David

CIK: **1336941**

Type: **4** | Act: **34** | File No.: **001-16769** | Film No.: **13852837**

Mailing Address
C/O WEIGHT WATCHERS
INTERNATIONAL, INC.
675 AVENUE OF THE
AMERICAS, 6TH FLOOR
NEW YORK NY 10010

ISSUER

WEIGHT WATCHERS INTERNATIONAL INC

CIK: **105319** | IRS No.: **116040273** | State of Incorpor.: **VA** | Fiscal Year End: **1230**

SIC: **7200** Personal services

Mailing Address
675 AVENUE OF THE
AMERICAS
6TH FLOOR
NEW YORK NY 10010

Business Address
675 AVENUE OF THE
AMERICAS
6TH FLOOR
NEW YORK NY 10010
2125892700

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Kirchoff David			2. Issuer Name and Ticker or Trading Symbol WEIGHT WATCHERS INTERNATIONAL INC [WTW]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2013					
675 AVENUE OF THE AMERICAS, 6TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) 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. 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			

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 of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$44.53	05/15/2013		A		113,303		05/15/2016 ⁽¹⁾	05/15/2023	Common Stock	113,303	\$ 0	113,303	D	
Restricted Stock Unit Award	\$ 0 ⁽²⁾	05/15/2013		A		11,737		05/15/2016 ⁽³⁾	05/15/2016	Common Stock	11,737	\$ 0	11,737	D	

Explanation of Responses:

- Non-qualified stock options granted on May 15, 2013 will vest 100% on May 15, 2016.
- Each Restricted Stock Unit represents a contingent right to receive one share of common stock.

3. Restricted Stock Units granted on May 15, 2013 will vest 100% on May 15, 2016.

Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for David Kirchoff

** Signature of Reporting Person

05/16/2013

Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.