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PENN SCOTT
Form 4
January 24, 2003

----- UNITED STATES SECURITIES AND EXCHANGE COMMISSION
FORM 4 WASHINGTON, D.C. 20549

/ / CHECK THIS BOX IF NO STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
LONGER SUBJECT TO SECTION 16. FORM 4 OR Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
FORM 5 OBLIGATIONS MAY Section 17(a) of the Public Utility Holding Company Act of 1935
CONTINUE. SEE Section 30(h) of the Investment Company Act of 1940
INSTRUCTION 1(b).
(Print or Type Responses)

1. Name and Address of Reporting Person* 2. Issuer Name AND Ticker or Trading Symbol 6. R

Penn Scott Weight Watchers International, Inc. --

(Last) (First) (Middle) 3. I.R.S. Identification 4. Statement for _X_
Number of Reporting Month/Day/Year V
c/o Weight Watchers International, Inc. Person, if an entity 01/23/03 ---
175 Crossways Park West (voluntary) 7.

(Street) 5. If Amendment, _X_
Date of Original _____
(Month/Day/Year)

Woodbury New York 11797

(City) (State) (Zip) TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Security Beneficially Owned Following Reporting Period (Instr. 3 and 4)
			Code	V	Amount	(A) or (D) Price	
Common Stock, no par value	01/23/03		M		65,875	A \$2.125	291,492
Common Stock, no par value	01/23/03		M		16,469	A \$2.125	87,583

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2002; 12.5% on January 3, 2003; and 12.5% on January 1, 2004.