

BASONE MICHAEL
Form 4
November 19, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
11/15/2012

____ Director _____ 10% Owner
 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)
 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	(D)	Price
Common Stock	11/15/2012		M		24,750	A	\$ 19.74
					28,690		
Common Stock	11/15/2012		S		28,690	D	\$ 54.4506
					0		

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

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SEC 1474
(9-02)

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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 of Underlying Security (Instr. 3)
Non-Qualified Stock Option (right to buy)	\$ 56.36	11/15/2012		A	12,063	11/15/2015 ⁽²⁾ 11/15/2022	Common Stock
Restricted Stock Unit Award	\$ 0 ⁽³⁾	11/15/2012		A	1,236	11/15/2015 ⁽⁴⁾ 11/15/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.74	11/15/2012		M	24,750	03/27/2012 ⁽⁵⁾ 03/27/2019	Common Stock

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

/s/ Stephanie Delavale, as Attorney-In-Fact for Michael Basone 11/19/2012

__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 \$54.09 to \$54.86. 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.

(1) Non-qualified stock options granted on November 15, 2012 will vest 100% on November 15, 2015.

(2) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.

(3) Restricted Stock Units granted on November 15, 2012 will vest 100% on November 15, 2015.

(4) Non-qualified stock options for 24,750 shares were granted on March 27, 2009 and vested 100% on March 27, 2012.

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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