

WEIGHT WATCHERS INTERNATIONAL INC
 Form 4
 November 26, 2013

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 *
 Lysyj Lesya

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/25/2013

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 President, North America

675 AVENUE OF THE AMERICAS, 6TH FLOOR
 (Street)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 32.17	11/25/2013	A		19,390		(1)	11/25/2023	Common Stock	19,390
Restricted Stock Unit Award	\$ 0 (2)	11/25/2013	A		2,548		(3)	11/25/2017	Common Stock	2,548
Non-Qualified Stock Option (right to buy)	\$ 32.17	11/25/2013	A		19,019		(4)	11/25/2023	Common Stock	19,019
Restricted Stock Unit Award	\$ 0 (2)	11/25/2013	A		2,548		(5)	11/25/2016	Common Stock	2,548

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lysyj Lesya 675 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10010			President, North America	

Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for Lesya Lysyj 11/26/2013

__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) Non-qualified stock options granted on November 25, 2013 will vest on the following schedule: 25% on November 25, 2014; 25% on November 25, 2015; 25% on November 25, 2016; and 25% on November 25, 2017.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
- (3) Restricted Stock Units granted on November 25, 2013 will vest on the following schedule: 25% on November 25, 2014; 25% on November 25, 2015; 25% on November 25, 2016; and 25% on November 25, 2017.
- (4) Non-qualified stock options granted on November 25, 2013 will vest 100% on November 25, 2016.
- (5) Restricted Stock Units granted on November 25, 2013 will vest 100% on November 25, 2016.

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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