

WEIGHT WATCHERS INTERNATIONAL INC  
 Form 3  
 May 11, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 * Fiarman Jeffrey (Last) (First) (Middle)  11 MADISON AVENUE, 17TH FLOOR (Street)  NEW YORK, NY 10010 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/02/2006	3. Issuer Name and Ticker or Trading Symbol WEIGHT WATCHERS INTERNATIONAL INC [WTW]  4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, General Counsel & Secy	5. 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
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,208	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Non-Qualified Stock Option (right to buy)	07/14/2006 <sup>(1)</sup> 07/14/2010	5,250	Common Stock	\$ 53.03 D Â
Non-Qualified Stock Option (right to buy)	07/14/2006 <sup>(2)</sup> 07/14/2015	15,000	Common Stock	\$ 53.03 D Â
Restricted Stock Unit Award	06/15/2006 <sup>(3)</sup> 12/15/2006	1,911	Common Stock	\$ 0 D Â
Restricted Stock Unit Award	07/14/2006 <sup>(4)</sup> 07/14/2008	438	Common Stock	\$ 0 D Â
Restricted Stock Unit Award	01/15/2009 <sup>(5)</sup> 01/15/2009	3,000	Common Stock	\$ 0 D Â
Restricted Stock Unit Award	07/14/2006 <sup>(6)</sup> 07/14/2010	1,250	Common Stock	\$ 0 D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fiarman Jeffrey 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010	Â	Â	Â EVP, General Counsel & Secy	Â

## Signatures

Jeffrey Fiarman 05/11/2006  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Options for 5,250 shares granted July 14, 2005 will vest on the following schedule: 1,750 options on July 14, 2006, 1,750 options on July 14, 2007 and 1,750 options on July 14, 2008.
- (2) Options for 15,000 shares granted July 14, 2005 will vest 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.
- (3) 1,911 Restricted Stock Units granted on July 5, 2005 vest quarterly and will next vest on June 15, 2006, with the last vest date on December 15, 2006.
- (4) 438 Restricted Stock Units granted on July 14, 2005 will vest on the following schedule: 146 RSUs on July 14, 2006, 146 RSUs on July 14, 2007 and 146 RSUs on July 14, 2008.
- (5) 3,000 Restricted Stock Units granted on March 10, 2006 will vest 100% on January 15, 2009.
- (6) 1,250 Restricted Stock Units granted on July 14, 2005 will vest 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.

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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