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BROTHERS CLIVE
 Form 4
 March 03, 2003

 FORM 4

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

// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. SEE Instruction 1(b).
 (Print or Type Responses)

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
 Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol	6. R
Brothers	Clive		Weight Watchers International, Inc. (WTW)	--
(Last)	(First)	(Middle)		X
c/o Weight Watchers International Inc. 175 Crossways Park West			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year February 27, 2003
(Street)				5. If Amendment, Date of Original (Month/Day/Year)
Woodbury	New York	11797		7. <input checked="" type="checkbox"/>
(City)	(State)	(Zip)		

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR TRANSFERRED

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 Reporting Transaction (Instr. 4 and 5)
			Code V	Amount (A) or Price (D)	
Common Stock, no par value	2-27-03		M	10,000 A	\$2.125
Common Stock, no par value	2-27-03		S	10,000 D	\$39.90
Common Stock, no par value	2-27-03		S	33,000 D	\$39.90 61,108

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(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 (Instr. 9)
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Code V (A)

Options (right to buy)	\$2.125	2-27-03		M	
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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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