

Kirchhoff David
Form 3/A
February 24, 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Kirchhoff David | | | (Month/Day/Year) | | WEIGHT WATCHERS INTERNATIONAL INC | |
| (Last) | (First) | (Middle) | 08/23/2005 | | [WTW] | |
| 11 MADISON AVENUE,Â 17TH FLOOR | | | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10010 | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | | | 08/24/2005 | |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| | | | President & CEO WW.com | | | |

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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

| | | | | | | (I) (Instr. 5) | |
|-----------------------------|---------------------------|------------|--------------|--------|------|-------------------|---|
| Restricted Stock Unit Award | 09/15/2005 ⁽¹⁾ | 06/15/2008 | Common Stock | 31,027 | \$ 0 | D | Â |
| Restricted Stock Unit Award | 07/14/2008 ⁽²⁾ | 07/14/2008 | Common Stock | 1,250 | \$ 0 | D | Â |
| Restricted Stock Unit Award | 07/14/2006 ⁽³⁾ | 07/14/2010 | Common Stock | 3,125 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kirchhoff David 11 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10010 | Â | Â | Â President & CEO WW.com | Â |

Signatures

David Kirchhoff 02/24/2006

__Signature of Date
Reporting Person

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) 31,027 Restricted Stock Units granted on July 5, 2005 will vest quarterly starting on September 15, 2005 with the last vest date on June 15, 2008.
- (2) 1,250 Restricted Stock Units granted on July 14, 2005 will vest on July 14, 2008.
- (3) 3,125 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, 20% on July 14, 2010.

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Remarks:

This amendment relates to the Restricted Stock Units granted to Mr. Kirchhoff that were recorded

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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