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PENN SCOTT
Form 4
March 18, 2003

----- UNITED STATES SECURITIES AND EXCHANGE COMMISSION
FORM 4 WASHINGTON, D.C. 20549

/ / CHECK THIS BOX IF NO STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
LONGER SUBJECT TO SECTION 16. FORM 4 OR Filed pursuant to Section 16(a) of the Securities Exchange Act of 1
FORM 5 OBLIGATIONS MAY Section 17(a) of the Public Utility Holding Company Act of 1935
CONTINUE. SEE Section 30(h) of the Investment Company Act of 1940
INSTRUCTION 1(b).
(Print or Type Responses)

1. Name and Address of Reporting Person* 2. Issuer Name AND Ticker or Trading Symbol 6. R

Penn Scott Weight Watchers International, Inc. --

(Last) (First) (Middle) 3. I.R.S. Identification 4. Statement for _X_
Number of Reporting Month/Day/Year V
c/o Weight Watchers International, Inc. Person, if an entity 03/14/03 ---
175 Crossways Park West (voluntary) 7.

(Street) 5. If Amendment, _X_
Date of Original
(Month/Day/Year) _____

Woodbury New York 11797

(City) (State) (Zip) TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

1. Title of 2. Trans- 2A. Deemed 3. Trans- 4. Securities Acquired (A) 5. Amount o
Security action Execution action or Disposed of (D) Security
(Instr. 3) Date Date, if any Code (Instr. 3, 4 and 5) Benefici
Month/ (Month/ (Month/ ----- Owned Fo
Day/ Day/ ing Repo
Year) Year) Transact
(Instr. and 4)

Code V Amount (D) Price

Common Stock, 03/14/03 S 20,000 D \$42.01 223,49
no par value

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FORM 4 (CONTINUED)

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, Disposed of, or Beneficially Owned (Instr. 4)
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Code V (A)

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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Title Amount or
 Number of
 Shares

/s/ S

S

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

* 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).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, SEE Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained
in this form are not required to respond unless the form displays a currently valid OMB Numbe