

WEIGHT WATCHERS INTERNATIONAL INC
 Form 3/A
 April 25, 2005

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

<p>1. Name and Address of Reporting Person * Burke Russell (Last) (First) (Middle) 175 CROSSWAYS PARK WEST (Street) WOODBURY, NY 11797-2055 (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year) 03/18/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol WEIGHT WATCHERS INTERNATIONAL INC [WTW]</p>	<p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <u>X</u> Officer ___ Other (give title below) (specify below) VP Australasia</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year) 03/24/2005</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line) <u>X</u> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p>
--	---	--	---	---	--

Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
---	---	--	---

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
--	---	--	---	---	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burke Russell 175 CROSSWAYS PARK WEST WOODBURY, NY 11797-2055	^	^	^	VP Australasia

Signatures

Russell J. Burke 04/25/2005

__Signature of Date
Reporting Person

Explanation of Responses:

No securities are beneficially owned

- * 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).

^

Remarks:

The original Form 3 erroneously stated this Derivative Security to be in the amount of 37,500 shares

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 number.